

**UNITED STATES DISTRICT COURT  
DISTRICT OF MASSACHUSETTS**

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ROSENBAUM CAPITAL LLC, On Behalf  
of Itself and All Others Similarly Situated,

Plaintiff,

v.

BOSTON COMMUNICATIONS GROUP, INC.,  
KAREN A. WALKER and EDWARD H.  
SNOWDEN,

Defendants.

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No. CIV. A. 05-11165-WGY

**DECLARATION OF CLARK W. PETSCHKE IN SUPPORT OF DEFENDANTS’  
MOTION TO DISMISS THE AMENDED CLASS ACTION COMPLAINT**

I, Clark W. Petschek, hereby declare:

1. I am an attorney associated with the law firm of Wilmer Cutler Pickering Hale and Dorr LLP, counsel of record to defendants Boston Communications Group, Inc. (“BCGI”), Karen A. Walker and Edward H. Snowden (the “Individual Defendants”). I am a member in good standing of the Bar of the Commonwealth of Massachusetts, and I submit this Declaration in connection with Defendants’ Memorandum in Support of Their Motion to Dismiss the Amended Class Action Complaint, filed herewith.

2. Submitted herewith as a separate volume as Exhibit 1 is a true and correct chart of each challenged statement quoted in the Amended Complaint along with the context of cautionary language in which it was made. The limited language plaintiff quotes is highlighted in blue. The cautionary language omitted from the Amended Complaint is highlighted in red.

3. Attached hereto as Exhibit 2 are true and correct copies of excerpts from BCGI's Form 10-Q for the quarterly period ending March 31, 2000, filed on May 12, 2000.

4. Attached hereto as Exhibit 3 are true and correct copies of excerpts from BCGI's Form 10-Q for the quarterly period ending March 31, 2005, filed on May 10, 2005.

5. Attached hereto as Exhibit 4 is a true and correct copy of the September 1, 2005 Order of Judgment against BCGI in *Freedom Wireless, Inc. v. Boston Communications Group, Inc. et al.*, No. 00-12234 (D. Mass.).

6. Attached hereto as Exhibit 5 is a true and correct copy of the October 13, 2005 Order denying Freedom Wireless' Motion of Attorneys Fees and Enhanced Damages in *Freedom Wireless, Inc. v. Boston Communications Group, Inc., et al.*, No. 00-12234 (D. Mass.).

7. Attached hereto as Exhibit 6 is a true and correct copy of BCGI's Notice of Appeal to the Federal Circuit, filed on October 20, 2005 in *Freedom Wireless, Inc. v. Boston Communications Group, Inc. et al.*, No. 00-12234 (D. Mass.).

8. Attached hereto as Exhibit 7 are true and correct copies of excerpts from BCGI's Form 10-Q for the quarterly period ending June 30, 2002, filed on August 14, 2002.

9. Attached hereto as Exhibit 8 are true and correct copies of excerpts from BCGI's 3<sup>rd</sup> Quarter 2002 Earnings Conference Call, conducted on October 22, 2002.

10. Attached hereto as Exhibit 9 is a true and correct copy of BCGI's October 22, 2002 press release.

11. Attached hereto as Exhibit 10 are true and correct copies of excerpts from BCGI's Form 10-Q for the quarterly period ending September 30, 2002, filed on November 14, 2002.

12. Attached hereto as Exhibit 11 are true and correct copies of excerpts from BCGI's 4<sup>th</sup> Quarter and Full Year 2002 Earnings Conference Call, conducted on February 5, 2003.



13. Attached hereto as Exhibit 12 are true and correct copies of excerpts from BCGI's Form 10-K for the annual period ending December 31, 2002, filed on March 27, 2003.

14. Attached hereto as Exhibit 13 is a true and correct copy of BCGI's April 16, 2003 press release.

15. Attached hereto as Exhibit 14 are true and correct copies of excerpts from BCGI's 1<sup>st</sup> Quarter 2003 Earnings Conference Call, conducted on April 16, 2003.

16. Attached hereto as Exhibit 15 are true and correct copies of excerpts from BCGI's Form 10-Q for the quarterly period ending March 31, 2003, filed on May 15, 2003.

17. Attached hereto as Exhibit 16 are true and correct copies of excerpts from BCGI's 2<sup>nd</sup> Quarter 2003 Earnings Conference Call, conducted on July 16, 2003.

18. Attached hereto as Exhibit 17 are true and correct copies of excerpts from BCGI's Form 10-Q for the quarterly period ending June 30, 2003, filed on August 14, 2003.

19. Attached hereto as Exhibit 18 are true and correct copies of excerpts from BCGI's 3<sup>rd</sup> Quarter 2003 Earnings Conference Call, conducted on October 15, 2003.

20. Attached hereto as Exhibit 19 are true and correct copies of excerpts from BCGI's Form 10-Q for the quarterly period ending September 30, 2003, filed on November 14, 2003.

21. Attached hereto as Exhibit 20 are true and correct copies of excerpts from BCGI's 4<sup>th</sup> Quarter and Annual Earnings Call, conducted on February 3, 2004.

22. Attached hereto as Exhibit 21 are true and correct copies of excerpts from BCGI's Form 10-K for the annual period ending December 31, 2003, filed on March 9, 2004.

23. Attached hereto as Exhibit 22 are true and correct copies of excerpts from BCGI's Form 10-Q for the quarterly period ending March 31, 2004, filed on May 10, 2004.

24. Attached hereto as Exhibit 23 are true and correct copies of excerpts from BCGI's Form 10-Q for the quarterly period ending June 30, 2004, filed on August 9, 2004.

25. Attached hereto as Exhibit 24 are true and correct copies of excerpts from BCGI's 3<sup>rd</sup> Quarter Earnings Conference Call, conducted on October 20, 2004.

26. Attached hereto as Exhibit 25 are true and correct copies of excerpts from BCGI's Form 10-Q for the quarterly period ending September 30, 2004, filed on November 9, 2004.

27. Attached hereto as Exhibit 26 are true and correct copies of excerpts from BCGI's 4<sup>th</sup> Quarter Earnings Conference Call, conducted on February 1, 2005.

28. Attached hereto as Exhibit 27 are true and correct copies of excerpts from BCGI's Form 10-K for the annual period ending December 31, 2004, filed on March 16, 2005.

29. Attached hereto as Exhibit 28 are true and correct copies of the Forms 4 filed with the Securities and Exchange Commission on behalf of Edward H. Snowden that identify the BCGI shares purchased, sold or vested during the Class Period.

30. Attached hereto as Exhibit 29 are true and correct copies of the Forms 4 filed with the Securities and Exchange Commission on behalf of Karen A. Walker that identify the BCGI shares purchased, sold or vested during the Class Period.

31. Attached hereto as Exhibit 30 are true and correct copies of excerpts from BCGI's Form 14A Proxy Statement, filed on April 19, 2002.

32. Attached hereto as Exhibit 31 are true and correct copies of excerpts from BCGI's Form 14A Proxy Statement, filed on April 20, 2004.

33. Attached hereto as Exhibit 32 are true and correct copies of excerpts from BCGI's Form 14A Proxy Statement, filed on April 25, 2005.

34. Attached hereto as Exhibit 33 is a true and correct copy of the April 8, 2003 Order granting Freedom Wireless' Motion to Compel Airtouch Communications, Bell Atlantic Mobile and Cellco Partnership to Produce Advice Contradicting or Casting Doubt on Darby & Darby's Unenforceability Opinion in *Freedom Wireless, Inc. v. Boston Communications Group, Inc., et al.*, No. 00-12234 (D. Mass.).

35. Attached hereto as Exhibit 34 are true and correct copies of the pre-existing Stock Trading Plans under 17 C.F.R. § 240.10b5-1, pursuant to which they made sales during the Class Period.

I declare under penalty of perjury under the laws of Massachusetts that the foregoing is true and correct.

Executed this 2<sup>nd</sup> day of December 2005, at Boston, Massachusetts.

\_\_\_\_\_  
/s/ Clark W. Petschek  
Clark W. Petschek

*Rosenbaum Capital, LLC v. Boston Communications Group, Inc. et al.*  
NO. CIV. A. 11165-WGY

**Exhibit 1 to Declaration of Clark W. Petschek In Support  
of Defendants' Motion to Dismiss the Amended Class Action Complaint**

**Defendants' Allegedly Fraudulent Class Period Statements\***

\* The statements contained herein are excerpts from defendants' statements during the Class Period that are identified in the Amended Complaint. The statements plaintiff quotes are highlighted in blue. Defendants' cautionary language omitted from the Amended Complaint is highlighted in red.

8/14/02 10-Q



Defendants' Allegedly Fraudulent Class Period Statements

Document	Date Filed/ Disclosed	Page	Disclosure(s)	Cited in Amended Complaint (Blue Text)
10-Q for the quarterly period ending June 30, 2002	8/14/02	2	<p>This Quarterly Report contains forward-looking statements that involve risks and uncertainties... The Company's actual results may differ significantly from the results discussed in the forward-looking statements.</p> <p>Any statements contained herein that are not statements of historical fact may be deemed to be forward-looking statements. Without limiting the foregoing, the words "believes," "anticipates," "plans," "expects," "intends," and similar expressions are intended to identify forward-looking statements, although not all forward-looking statements contain these words.</p> <p>There are a number of important factors that could cause actual events or the Company's actual results to differ materially from those indicated by such forward-looking statements. These factors include, without limitation, those set forth under the captions "Management's Discussion and Analysis of Financial Condition and Results of Operations," "Certain Factors That May Affect Future Results" and "Quantitative and Qualitative Disclosures About Market Risk" of this Quarterly Report on Form 10-Q. The factors discussed herein do not reflect the potential future impact of any mergers, acquisitions or dispositions. The Company does not assume any obligation to update any forward-looking statements made herein.</p>	¶57
		3	<p><b>Special Charges</b></p> <p>In the fourth quarter of 2000, the third quarter of 2001 and the first quarter of 2002, the Company recorded special charges of \$2.6 million, \$3.6 million and \$3.3 million, respectively, principally to accrue for legal expenses estimated by the Company's outside counsel to be incurred in the defense of a patent infringement suit brought by Freedom Wireless. There can be no assurances that the Company's expenses to defend the Freedom Wireless suit will not exceed the Company's estimate. The Company believes that the claims made by Freedom Wireless are without merit and is vigorously defending the action.</p> <p>...</p>	¶58
		8	<p><b>Contingencies – Legal</b></p> <p>In March, 2000, a suit was filed by Freedom Wireless, Inc. in the United States District Court for the Northern District of California against the Company and a number of wireless carriers, including customers and former customers of the Company. Upon motion by the Company, the suit was transferred to the United States District Court in Massachusetts in October, 2000 and is pending in that court. The suit alleges that the defendants infringe two patents held by Freedom Wireless, Inc. and seeks injunctive relief and damages in an unspecified amount. The Company has an obligation to indemnify the other defendants for the damages they may incur with respect to any infringement. The suit is currently in the discovery phase. The Company does not believe it infringes these patents and believes it has meritorious defenses to the action.</p>	¶59



Defendants' Allegedly Fraudulent Class Period Statements

Document	Date Filed/ Disclosed	Page	Disclosure(s)	Cited in Amended Complaint (Blue Text)
			<p>From time to time, as a normal incidence of the nature of our business, various claims, charges and litigation are asserted or commenced against us arising from, or related to, contractual matters, patents, trademarks, personal injury, and personnel and employment disputes. <b>As to such claims and litigation, we can give no assurance that we will prevail...</b></p> <p>...</p> <p style="text-align: center;"><b>MANAGEMENT'S DISCUSSION AND ANALYSIS OF FINANCIAL CONDITION AND RESULTS OF OPERATIONS</b></p> <p><b>Legal Costs</b></p> <p>The Company accrues costs of settlements, damages and, under certain conditions, costs of defense when such costs are probable and estimable; otherwise, such costs are expensed as incurred. As discussed in Note 2 to the Consolidated Financial Statements, the Company has accrued its best estimate of the probable costs of current litigation. The estimate has been developed in consultation with the Company's outside counsel who are handling the cases. <b>There can be no assurances that the Company's expenses will not exceed the Company's estimate.</b></p> <p>...</p> <p><b>Certain Factors That May Affect Future Results</b></p> <p>The Company's success and ability to compete is dependent in part upon its proprietary technology and its ability to protect such technology. The Company continues to defend its proprietary technology against patent infringement litigation, including the Freedom Wireless lawsuit. <b>There can be no assurances that the Company's expenses to defend the Freedom Wireless suit will not exceed the Company's estimate. If the Company is found to infringe on the Freedom Wireless patent or if other patent infringement judgments are entered against the Company or unauthorized copying and misuse of the Company's technology were to occur to any substantial degree, the Company's business, financial condition and results of operations would be materially adversely affected.</b></p> <p><b>Legal Proceedings</b></p> <p>In March 2000, a suit was filed by Freedom Wireless, Inc. in the United States District Court for the Northern District of California against the Company and a number of wireless carriers, including customers and former customers of the Company. Upon motion by the Company, the suit</p>	
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		15		
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*Rosenbaum Capital, LLC v. Boston Communications Group, Inc. et al.*  
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Defendants' Allegedly Fraudulent Class Period Statements

Document	Date Filed/ Disclosed	Page	Disclosure(s)	Cited in Amended Complaint (Blue Text)
			was transferred to the United States District Court in Massachusetts in October, 2000 and is pending in that court. The suit alleges that the defendants infringe two patents held by Freedom Wireless, Inc. and seeks injunctive relief and damages in an unspecified amount. <b>The Company has indemnification obligations with respect to the other defendants.</b> The suit is currently in the discovery phase. The Company does not believe that it infringes these patents and believes that it has meritorious defenses to the action.	¶59



10/22/02 Conf. Call

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Defendants' Allegedly Fraudulent Class Period Statements

Document	Date Filed/ Disclosed	Page	Disclosure(s)	Cited in Amended Complaint (Blue Text)
3 <sup>rd</sup> Qtr 2002 Conference Call	10/22/02	2	<p>I would also like to caution everyone that today's call discusses Boston Communication Group's business outlook, and may contain forward-looking statements. Particular forward-looking statements and all of the statements that may be made on this earnings call that are not historical facts are subject to a number of risks and uncertainties, and actual results may differ materially. Please refer to the Safe Harbor statement in today's press release and all filings with the SEC for more information on facts that could cause actual results to differ.</p> <p>...</p> <p>As we mentioned in today's release, because of additional unforeseen delays in the discovery timeframe for the Freedom Wireless lawsuit and the entry of the district court scheduling order, this detailed the timeline for Discovery and summary judgment motions, we have changed the manner by which we accrued for these legal costs going forward.</p> <p>This new treatment does not reflect any change in our position on the case, and we remain confident that we do not infringe on the Freedom Wireless patent. And that the patents are invalid in light of prior art.</p> <p>Again, I can't reiterate enough our counsel and we feel very strongly about our case. Our position has not changed one bit, in that regard.</p>	¶60

11/14/02 10-Q



Defendants' Allegedly Fraudulent Class Period Statements

Document	Date Filed/ Disclosed	Page	Disclosure(s)	Cited in Amended Complaint (Blue Text)
10-Q for period the quarterly period ending September 30, 2002	11/14/02	2	<p>This Quarterly Report contains forward-looking statements that involve risks and uncertainties, including without limitation, statements regarding the prepaid subscriber base ... after tax charges for legal costs associated with the Freedom Wireless suit .... The Company's actual results may differ significantly from the results discussed in the forward-looking statements.</p> <p>Any statements contained herein that are not statements of historical fact may be deemed to be forward-looking statements. Without limiting the foregoing, the words "believes," "anticipates," "plans," "expects," "intends," and similar expressions are intended to identify forward-looking statements, although not all forward-looking statements contain these words.</p> <p>There are a number of important factors that could cause actual events or the Company's actual results to differ materially from those indicated by such forward-looking statements. These factors include, without limitation, those set forth under the captions "Notes To Consolidated Financial Statements", "Management's Discussion and Analysis of Financial Condition and Results of Operation", "Certain Factors That May Affect Future Results" and "Quantitative and Qualitative Disclosures About Market Risk" in this Quarterly Report on Form 10-Q. The factors discussed herein do not reflect the potential future impact of any mergers, acquisitions or dispositions. The Company does not assume any obligation to update any forward-looking statements made herein.</p> <p>...</p> <p><b>NOTES TO CONSOLIDATED FINANCIAL STATEMENTS</b></p> <p><b>Contingencies – Legal</b></p> <p>In March 2000, Freedom Wireless, Inc. filed a suit against the Company and a number of wireless carriers. The suit alleges the defendants infringe two patents held by Freedom Wireless, Inc. and seeks damages in an unspecified amount as well as injunctive relief, which could significantly restrict the Company's ability to conduct its business if the Company is found to have infringed the Freedom Wireless patents. In addition, the Company has an obligation to indemnify the other defendants for damages they may incur with respect to any infringement. The suit is currently in the discovery phase. The Company does not believe that it infringes these patents and believes that it has meritorious defenses to the action.</p> <p>In the fourth quarter of 2000, the third quarter of 2001 and the first quarter of 2002, the Company recorded special charges of \$2.6 million, \$3.6 million and \$3.3 million, respectively, principally to accrue for legal expenses estimated by the Company's outside counsel to be incurred in the defense of the patent infringement suit brought by Freedom Wireless. However, due to the lengthy and unpredictable discovery process, which has made it difficult to reasonably estimate legal costs in the suit, the Company has decided to account for Freedom Wireless legal costs as incurred in the future rather than accrue the entire amount of such costs when they become probable. This accounting treatment had no impact on the third quarter of 2002. However, beginning in the fourth quarter of 2002, the Company expects to generate quarterly after tax charges of approximately</p>	¶61



Defendants' Allegedly Fraudulent Class Period Statements

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			<p>\$550,000 per quarter for legal costs associated with the Freedom Wireless suit until it is resolved. There can be no assurances that the Company's expenses to defend the Freedom Wireless suit will not exceed the Company's estimate. If Freedom Wireless were to prevail in the case, the amount of the damages could be substantial and the Company's business, financial condition and results of operations would be materially adversely affected.</p> <p>From time to time, as a normal incidence of the nature of our business, various claims, charges and litigation are asserted or commenced against us arising from, or related to, contractual matters, patents, trademarks, personal injury, and personnel and employment disputes. As to such claims and litigation, we can give no assurance that we will prevail...</p> <p><b>Legal Costs</b></p> <p>The Company accrues costs of settlements, damages and, under certain conditions, costs of defense when such costs are probable and estimable; otherwise, such costs are expensed as incurred. As discussed in Note 6 to the Consolidated Financial Statements, the Company accrued its best estimate of the probable cost of certain current litigation, but is now expensing legal costs related to the Freedom Wireless lawsuit as incurred. Other litigation is still being accounted for under this policy and the related estimate has been developed in consultation with the Company's outside counsel who is handling the case. There can be no assurances that the Company's expenses will not exceed the Company's estimate.</p> <p>...</p> <p><b>Certain Factors That May Affect Future Results</b></p> <p>The Company's success and ability to compete is dependent in part upon its proprietary technology and its ability to protect such technology. The Company continues to defend its proprietary technology against patent infringement litigation, including the Freedom Wireless lawsuit. There can be no assurances that the Company's expenses to defend the Freedom Wireless suit will not exceed the Company's estimates. In addition, if the Company is found to infringe on the Freedom Wireless patents, the amount of damages and indemnification obligations to the Company's carrier customers would likely be substantial. In addition, an adverse judgment could result in an injunction against the Company or require the Company to alter its prepaid processing methodology. Any of these results would likely have a material adverse effect on the Company's business, financial condition and results of operations. Indeed, if any patent infringement judgments are entered against the Company or unauthorized copying or misuse of the Company's technology were to occur to any substantial degree, the Company's business, financial condition and results of operations could be materially adversely affected.</p> <p>...</p>	
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		17		

Defendants' Allegedly Fraudulent Class Period Statements

Document	Date Filed/ Disclosed	Page	Disclosure(s)	Cited in Amended Complaint (Blue Text)
		20	<p><b>PART II. OTHER INFORMATION</b></p> <p><b>Legal Proceedings</b></p> <p>In March 2000, Freedom Wireless, Inc. filed a suit against the Company and a number of wireless carriers. The suit alleges that the defendants infringe two patents held by Freedom Wireless, Inc. and seeks damages in an unspecified amount and injunctive relief, which could significantly restrict the Company's ability to conduct its business if an unfavorable judgment is reached. The Company has an obligation to indemnify the other defendants for damages they may incur with respect to any infringement. The suit is currently in the discovery phase. The Company does not believe that it infringes these patents and believes that it has meritorious defenses to the action.</p> <p>The Company estimates that quarterly after tax expenses to defend this case will be approximately \$550,000 until this matter is resolved. However, there can be no assurances that the Company's expenses will not exceed the Company's estimate. If Freedom Wireless were to prevail in the case, the amount of the damages could be substantial and the Company's business, financial condition and results of operations would be materially adversely affected.</p>	¶61

2/5/03 Conf. Call



*Rosenbaum Capital, LLC v. Boston Communications Group, Inc. et al.*  
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Defendants' Allegedly Fraudulent Class Period Statements

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4 <sup>th</sup> Qtr 2002 Conference Call	2/5/03	2	<p>I'd also like to caution everyone that today's call discusses Boston Communication Group's business outlook and may contain forward-looking statements. Particularly forward-looking statements and all other statements that may be made on this earnings call that are not historical fact are subject to a number of risks and uncertainties, and actual results may differ materially. Please refer to the Safe Harbor statement in today's press release and all filings with the SEC for more information on facts that could cause actual results to differ.</p> <p>...</p> <p>If the legal costs to defend Freedom Wireless suits continue throughout 2003 we expect the GAAP EPS should range between 52 and 58 cents per share, about triple 2002 GAAP earnings. Note that we expect we will continue to generate quarterly after tax legal charges of approximately 3 cents per share until the Freedom Wireless matter is resolved. I should also note that the timing of the case remains on track and we still expect that summary judgment motions will be submitted during sometime the second quarter of this year. There are no other developments to report and there has been no change to our position in the case. We remain confident that we do not infringe on the Freedom Wireless patents that the patents are invalid in light of prior art.</p>	¶62



3/27/03 10-K

Defendants' Allegedly Fraudulent Class Period Statements

Document	Date Filed/ Disclosed	Page	Disclosure(s)	Cited in Amended Complaint (Blue Text)
Form 10-K for the fiscal year ending December 31, 2002	3/27/03	2	<p>This Annual Report contains forward-looking statements, within the meaning of the Private Securities Litigation Reform Act of 1995, that involve risks and uncertainties, including without limitation, statements regarding our continued investment in our payment services business, the expected increase in subscriber base... legal expenses for the Freedom Wireless lawsuit, increases in depreciation and amortization expense, decrease in interest income and our income tax rate and increases in capital investments. These statements are based on the beliefs and assumptions of management.</p> <p>Any statements contained herein that are not statements of historical fact may be deemed to be forward-looking statements. Without limiting the foregoing, the words "believe," "anticipate," "plan," "expect," "intend," and similar expressions are intended to identify forward-looking statements, although not all forward-looking statements contain these words.</p> <p>A number of important factors could cause actual events or our actual results to differ materially from those indicated by such forward-looking statements. These factors include, without limitation, those set forth under the captions "Management's Discussion and Analysis of Financial Condition and Results of Operations," "Certain Factors That May Affect Future Results," "Qualitative and Qualitative Disclosures About Market Risk" and those set forth in Items 1 and 3 of Part I of this Annual Report on Form 10-K. The factors discussed herein do not reflect the potential future impact of any mergers, acquisitions or dispositions. We do not assume any obligation to update any forward-looking statements made here.</p> <p><b>Legal Proceedings</b></p> <p>In March 2000, Freedom Wireless, Inc. filed a suit against us and a number of wireless carriers. The suit is being tried in the United States District Court in Massachusetts and alleges that the defendants infringe two patents held by Freedom Wireless, Inc. and seeks damages in an unspecified amount as well as injunctive relief. A ruling that we infringed the Freedom Wireless patents could significantly restrict our ability to conduct business. In addition, we have an obligation to indemnify the other defendants for damages they may incur with respect to any infringement. The suit is still in the discovery phase. We do not believe that we infringe these patents and we believe that we have meritorious defenses to the action.</p> <p>We recorded a special charge in the fourth quarter of 2000 of \$2.6 million, in the third quarter of 2001 of \$3.6 million and in the first quarter of 2002 of \$3.3 million, principally to accrue for legal expenses estimated by our outside counsel to be incurred in the defense of the patent infringement suit brought by Freedom Wireless. The lengthy and unpredictable discovery process has made it difficult for us to reasonably estimate legal costs in this suit. As a result, we are now accounting for Freedom Wireless legal costs as incurred rather than accruing the entire amount of such costs when they become probable. For the fourth quarter of 2002, we recorded \$998,000 in legal charges associated with the Freedom Wireless suit. We also expect to continue to spend up to \$1 million per quarter for legal costs until the Freedom Wireless matter is resolved. There can be no assurances that our expenses to defend the Freedom Wireless suit will not exceed our estimate. If Freedom Wireless prevails in this case, the amount of damages could be substantial and our business, financial condition and results of operations would be materially adversely affected.</p>	¶63



Defendants' Allegedly Fraudulent Class Period Statements

Document	Date Filed/ Disclosed	Page	Disclosure(s)	Cited in Amended Complaint (Blue Text)
		23	<p>...</p> <p><b>Legal Costs</b></p> <p>We accrue the costs of settlements, damages and, under certain conditions, costs of defense when such costs are probably and estimable; otherwise such costs are expensed as incurred. As discussed in Note 4 to the Consolidated Financial Statements, in 2002 we began expensing legal costs related to the Freedom Wireless lawsuit as incurred due to the lengthy and unpredictable discovery process, which has now made it difficult to reasonably estimate legal costs in the suit. Other litigation will continue to be accounted for in accordance with our accounting policy and the related estimate has been developed in consultation with our outside counsel who is handling the case. <b>We believe that we have recorded an appropriate estimate of anticipated legal expenses, but there can be no assurances that our expenses will not exceed our estimate.</b></p> <p>...</p>	
		26-27	<p><b>Certain Factors That May Affect Future Results</b></p> <p><b>An unfavorable judgment in the Freedom Wireless lawsuit or any other lawsuit would have a material impact on our business.</b></p> <p>In March 2000, Freedom Wireless filed a suit against us and a number of wireless carriers claiming that we and the other defendants infringe a patent of Freedom Wireless. In March, 2001 Freedom Wireless amended the complaint to include a continuation patent. Freedom Wireless seeks injunctive relief and damages in an unspecified amount. In addition, <b>we are contractually obligated to indemnify the other defendants for any damages that they incur as a result of this dispute.</b></p> <p>The suit is currently in the discovery phase, and we cannot yet assess our potential liability. Our failure to prevail in this matter would have any or all of the following significant adverse effects on our business, financial condition and results of operations:</p> <ul style="list-style-type: none"><li>• <b>injunctive relief against us, which could significantly restrict our ability to conduct our business;</b></li></ul>	



Defendants' Allegedly Fraudulent Class Period Statements

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			<ul style="list-style-type: none"><li>• an adverse judgment against us for significant monetary damages;</li><li>• a settlement on unfavorable terms;</li><li>• obligations to other defendants to indemnify them for damages;</li><li>• obligations to customers for breach of a contractual warranty of noninfringement; or</li><li>• a requirement to reengineer our prepaid processing methodology to avoid patent infringement, which would likely result in additional expense and delay.</li></ul>	
		37	<p>...</p> <p><b>Legal Costs</b></p> <p>The Company accrues the costs of settlements, damages and, under certain conditions, costs of defense when such costs are probable and estimable; otherwise, such costs are expensed as incurred. As discussed in Note 4 to the Consolidated Financial Statements, the Company began to expense legal costs related to the Freedom Wireless lawsuit as incurred due to the lengthy and unpredictable discovery process, which has made it difficult to continue to reasonably estimate legal costs for the suit. Other litigation will continue to be accounted for in accordance with the Company's accounting policy and the related estimate has been developed in consultation with the Company's outside counsel who is handling the case. There can be no assurances that the Company's expenses will not exceed its estimate.</p> <p>...</p> <p><b>COMMITMENTS AND CONTINGENCIES</b></p> <p>In March 2000, Freedom Wireless, Inc. filed a suit against the Company and a number of wireless carriers. The suit is being tried in the United States District Court in Massachusetts and alleges that the defendants infringe two patents held by Freedom Wireless, Inc. and seeks damages in an unspecified amount as well as injunctive relief. A ruling that we infringed the Freedom Wireless patents could significantly restrict the Company's ability to conduct business. In addition, the Company has an obligation to indemnify the other defendants for damages they may incur with respect to any infringement. The suit is still in the discovery phase. The Company does not believe that it infringes these patents and believes that it has meritorious defenses to the action.</p>	¶63
		51-52	<p>The Company expects to continue to spend up to \$1 million per quarter for legal costs until the Freedom Wireless matter is resolved. There can be</p>	

*Rosenbaum Capital, LLC v. Boston Communications Group, Inc. et al.*  
NO. CIV. A. 11165-WGY

Defendants' Allegedly Fraudulent Class Period Statements

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			no assurances that the Company's expenses to defend the Freedom Wireless suit will not exceed its estimate. If Freedom Wireless prevails in this case, the amount of damages could be substantial and the Company's business, financial condition and results of operations would be materially adversely affected.	

4/16/03 Press Release



Defendants' Allegedly Fraudulent Class Period Statements

Document	Date Filed/ Disclosed	Page	Disclosure(s)	Cited in Amended Complaint (Blue Text)
Press Release	4/16/03	2	During the quarter ended March 31, 2003, the Company incurred \$915,000 in legal costs, or approximately \$0.03 per share after taxes, primarily for the continued defense of the Freedom Wireless patent infringement suit. These costs are in line with previous guidance and are expected to continue at this level until the matter is resolved. There are no developments to report on the case and exact timing of procedures has not been determined. There has also been no change to the Company's position on the case and begi remains confident that it does not infringe the Freedom Wireless patents and that the patents are invalid in light of prior art.	¶64
		3	...  This press release contains, in addition to historical information, forward-looking statements that involve risks and uncertainties including statements regarding earnings per share estimates and estimates of future legal expenses. Such statements are based on management's current expectations and are subject to a number of uncertainties and risks that could cause actual results to differ materially from those described in the forward-looking statements. Among the important factors that would cause actual results to differ materially from those indicated by such forward looking statements are the loss of a customer or certain of their markets... an unfavorable judgment in the Freedom Wireless suit which could result in substantial damages and could significantly restrict <i>bcgi's</i> ability to conduct business, as well as the other factors that may affect future operating results detailed in <i>bcgi's</i> annual report on Form 10-K for the year ended December 31, 2002 filed with the Securities and Exchange Commission.	

4/16/03 Conf. Call



Defendants' Allegedly Fraudulent Class Period Statements

Document	Date Filed/ Disclosed	Page	Disclosure(s)	Cited in Amended Complaint (Blue Text)
First Qtr 2003 Conference Call	4/16/03	2	<p>I'd also like to caution everyone that various remarks that the company may make about the company's future expectations, plans, and prospects constitute forward-looking statements for purposes of the Safe Harbor provisions under the Private Securities Litigation Reform Act of 1995. Actual results may differ materially from those indicated by these forward-looking statements, as a result of various important factors, including those discussed in the Form 10-K for the year-ended December 31, 2002, which is on file with the SEC. In addition any forward-looking statements represent our views only as of today, April 16<sup>th</sup>, 2003, and should not be relied upon as representing our views as of any subsequent date. While we may elect to update forward-looking statements at some point in the future, we specifically disclaim any obligation to do so, even if our estimates change, and therefore you should not rely on these forward-looking statements are representing our views as of any subsequent date to check.</p> <p>...</p> <p>I should note that we remain confident that we do not infringe on the Freedom Wireless patents, and that the patents are invalid in light of [inaudible]. During this year, the court has been conducting procedures which are standard for patent cases, and the completion of these procedures dictate the timing of our summary judgment motion sometime during this quarter and hear the results of those motions at a later date. Although, this may still happen, there are no firm dates or schedules as to when motions can be filed and then decided upon. Thus although we believe that our case continues to progress well and that there has been no change to our positioning in the case, there are no developments to report at this time.</p>	¶65

5/15/03 10-Q



Defendants' Allegedly Fraudulent Class Period Statements

Document	Date Filed/ Disclosed	Page	Disclosure(s)	Cited in Amended Complaint (Blue Text)
Form 10-Q for the quarterly period ending March 31, 2003	5/15/03	2	<p>This Quarterly Report contains forward-looking statements that involve risks and uncertainties, including without limitation, statements regarding the prepaid subscriber base... and... after tax charges for legal costs associated with the Freedom Wireless suit... The Company's actual results may differ significantly from the results discussed in the forward-looking statements.</p> <p>Any statements contained herein that are not statements of historical fact may be deemed to be forward-looking statements. Without limiting the foregoing, the words "believes," "anticipates," "plans," "expects," "intends," and similar expressions are intended to identify forward-looking statements, although not all forward-looking statements contain these words.</p> <p>There are a number of important factors that could cause actual events or the Company's actual results to differ materially from those indicated by such forward-looking statements. These factors include, without limitation, those set forth under the captions "Notes to Consolidated Financial Statements," "Management's Discussion and Analysis of Financial Condition and Results of Operations," "Certain Factors That May Affect Future Results" and "Quantitative and Qualitative Disclosures About Market Risk" in this Quarterly Report on Form 10-Q. The factors discussed herein do not reflect the potential future impact of any mergers, acquisitions or dispositions. The Company does not assume any obligation to update any forward-looking statements made herein.</p> <p>...</p> <p><b>NOTES TO CONDENSED CONSOLIDATED FINANCIAL STATEMENTS</b> (Unaudited)</p> <p><b>Legal Costs</b></p> <p>The Company accrues the costs of settlements, damages and, under certain conditions, costs of defense when such costs are probable and estimable; otherwise, such costs are expensed as incurred. The Company began to expense legal costs related to the Freedom Wireless lawsuit as incurred due to the lengthy and unpredictable discovery process, which has made it difficult to continue to reasonably estimate legal costs for the suit. Other litigation will continue to be accounted for in accordance with the Company's accounting policy and the related estimate has been developed in consultation with the Company's outside counsel who is handling the case. <i>There can be no assurances that the Company's expenses will not exceed its estimate.</i></p>	

Defendants' Allegedly Fraudulent Class Period Statements

Document	Date Filed/ Disclosed	Page	Disclosure(s)	Cited in Amended Complaint (Blue Text)
		8-9	<p><b>Contingencies</b></p> <p>...</p> <p><b>Legal</b></p> <p>In March 2000, Freedom Wireless, Inc. filed a suit against the Company and a number of wireless carriers. The suit is being tried in the United States District Court in Massachusetts and alleges that the defendants infringe two patents held by Freedom Wireless, Inc. and seeks damages in an unspecified amount as well as injunctive relief. <b>A ruling that the Company infringed the Freedom Wireless patents could significantly restrict the Company's ability to conduct business. In addition, the Company has an obligation to indemnify the other defendants for damages they may incur with respect to any infringement by the Company's technology.</b> The suit is still in the discovery phase. The Company does not believe that it infringes these patents and believes that the patents are invalid in light of prior art in addition to other meritorious defenses to the action.</p> <p>Since the timing of ongoing court proceedings is not firmly fixed, the Company expects to continue to spend up to approximately \$1 million per quarter for legal costs until the Freedom Wireless matter is resolved. There can be no assurances that the Company's expenses to defend the <b>Freedom Wireless suit will not exceed its estimate. If Freedom Wireless prevails in this case, the amount of damages could be substantial and the Company's business, financial condition and results of operations would be materially adversely affected.</b></p> <p>...</p> <p>From time to time, as a normal incidence of the nature of the Company's business, various claims, charges and litigation are asserted or commenced against the Company arising from, or related to, contractual matters, patents, trademarks, personal injury, and personnel and employment disputes. <b>As to such claims and litigation, the Company can give no assurance that it will prevail...</b></p> <p>...</p>	¶66



Defendants' Allegedly Fraudulent Class Period Statements

Document	Date Filed/ Disclosed	Page	Disclosure(s)	Cited in Amended Complaint (Blue Text)
		10	<p style="text-align: center;"><b>MANAGEMENT'S DISCUSSION AND ANALYSIS OF FINANCIAL CONDITION AND RESULTS OF OPERATIONS</b></p> <p><b>Overview</b></p> <p>We are currently a defendant in a federal lawsuit commenced by Freedom Wireless alleging we and several wireless carriers infringe two Freedom Wireless patents. <b>A ruling that we infringe these patents could significantly restrict our ability to conduct business and would obligate us to indemnify other defendants in this lawsuit.</b> During the quarter ended March 31, 2003, we incurred \$915,000 in legal costs, or approximately \$0.03 per share after taxes, primarily for the continued defense of the Freedom Wireless patent infringement suit. These costs are in line with previous guidance and are expected to continue at this level until the matter is resolved. The timing of ongoing court proceedings is not firmly fixed. While <b>we cannot predict the outcome of this case or estimate when the matter might be resolved</b>, we remain confident that we do not infringe the Freedom Wireless patents and that the patents are invalid in light of prior art.</p> <p>...</p> <p><b>Legal Costs</b></p> <p>We accrue the costs of settlements, damages and, under certain conditions, costs of defense when such costs are probable and estimable; otherwise, such costs are expensed as incurred. As discussed in Note 2 to the Condensed Consolidated Financial Statements, we are expensing legal costs related to the Freedom Wireless lawsuit as incurred due to the lengthy and unpredictable discovery process, which has made it difficult to reasonably estimate legal costs in the suit. Other litigation will continue to be accounted for in accordance with our accounting policy and the related estimate has been developed in consultation with our outside counsel who is handling the case. <b>We believe that we have recorded an appropriate estimate of anticipated legal expenses, but there can be no assurances that our expenses will not exceed our estimate.</b></p> <p>...</p> <p><b>Certain Factors That May Affect Future Results</b></p> <p><b><i>An unfavorable judgment in the Freedom Wireless lawsuit or any other lawsuit would have a material impact on our business.</i></b></p> <p>In March 2000, Freedom Wireless filed a suit against us and a number of wireless carriers claiming that we and the other defendants infringe a patent of Freedom Wireless. In March, 2001 Freedom Wireless amended the complaint to include a continuation patent. Freedom Wireless seeks injunctive relief and damages in an unspecified amount. <b>In addition, we are contractually obligated to indemnify the other defendants for any damages that they incur as a result of any infringement by our technology</b></p>	
		17-19		
		16		

Defendants' Allegedly Fraudulent Class Period Statements

Document	Date Filed/ Disclosed	Page	Disclosure(s)	Cited in Amended Complaint (Blue Text)
			<p>The suit is currently in the discovery phase, and we cannot yet assess our potential liability. Our failure to prevail in this matter would have any or all of the following significant adverse effects on our business, financial condition and results of operations:</p> <ul style="list-style-type: none"><li>• injunctive relief against us, which could significantly restrict our ability to conduct our business;</li><li>• an adverse judgment against us for significant monetary damages;</li><li>• a settlement on unfavorable terms;</li><li>• obligations to the other defendants to indemnify them for damages;</li><li>• obligations to customers for breach of a contractual warranty of non infringement; or</li><li>• a requirement to reengineer our prepaid processing methodology to avoid patent infringement, which would likely result in additional expense and delay.</li></ul> <p>...</p>	



*Rosenbaum Capital, LLC v. Boston Communications Group, Inc. et al.*  
NO. CIV. A. 11165-WGY

Defendants' Allegedly Fraudulent Class Period Statements

Document	Date Filed/ Disclosed	Page	Disclosure(s)	Cited in Amended Complaint (Blue Text)
		22-23	<p style="text-align: center;"><b>PART II. OTHER INFORMATION</b></p> <p><b>Legal Proceedings</b></p> <p>In March 2000, Freedom Wireless, Inc. filed a suit against us and a number of wireless carriers. The suit is being tried in the United States District Court in Massachusetts and alleges that the defendants infringe two patents held by Freedom Wireless, Inc. and seeks damages in an unspecified amount as well as injunctive relief. <b>A ruling that we infringed the Freedom Wireless patents could significantly restrict our ability to conduct business. In addition, we have an obligation to indemnify the other defendants for damages they may incur with respect to any infringement by our technology.</b> The suit is still in the discovery phase. <b>We do not believe that we infringe these patents and we believe that we have meritorious defenses to the action.</b></p> <p>We recorded special charges in the fourth quarter of 2000 of \$2.6 million, in the third quarter of 2001 of \$3.6 million and in the first quarter of 2002 of \$3.3 million, principally to accrue for legal expenses estimated by our outside counsel to be incurred in the defense of the patent infringement suit brought by Freedom Wireless. The lengthy and unpredictable discovery process has made it difficult for us to reasonably estimate legal costs in this suit. As a result, we are now accounting for Freedom Wireless legal costs as incurred rather than accruing the entire amount of such costs when they become probable. During the fourth quarter of 2002 we recorded \$998,000 and in the first quarter of 2003 we recorded \$915,000, primarily in legal charges associated with the Freedom Wireless suit. Since the timing of ongoing court proceedings is not firmly fixed, we also expect to continue to spend up to \$1 million per quarter for legal costs until the Freedom Wireless matter is resolved. <b>There can be no assurances that our expenses to defend the Freedom Wireless suit will not exceed our estimates. If Freedom Wireless prevails in this case, the amount of damages could be substantial and our business, financial condition and results of operations would be materially adversely affected.</b></p>	¶66

7/16/03 Conf. Call



Defendants' Allegedly Fraudulent Class Period Statements

Document	Date Filed/ Disclosed	Page	Disclosure(s)	Cited in Amended Complaint (Blue Text)
2 <sup>nd</sup> Qtr 2003 Conference Call	7/16/03	2	I would also like to caution everyone that various remarks that the company might make about the company's future expectations, plans and prospects constitute forward-looking statements for the purposes of the Safe Harbor provisions under the Private Securities Litigation Reform Act of 1995. Actual results may differ materially from those indicated by those forward-looking statements as a result of various important factors, including those discussed in the Form 10-Q for the three months ended March 31, 2003 and Form 10-K for the year ended December 31, 2002, which are on file with the SEC.	
			In addition any forward-looking statements represent our view only as of today and should not be relied upon as representing our views as of any subsequentity [sic]. While we may elect to update forward-looking statements at some point in the future, we specifically disclaim any obligation to these even if our estimates change and, therefore, you should not rely on those forward-looking statements as representing our views as of any date subsequent to today.	
		...		
		7	As noted in today's release, we are increasing our GAAP earnings guidance to 87 to 88 cents a share, compared with our previous guidance of 78 to 80 cents a share. This guidance includes after tax quarterly legal charges of approximately 3 cents per share, until the Freedom Wireless matter is resolved. We remain confident that we do not infringe the Freedom Wireless patent and that the patents are invalid and unenforceable in light of prior art and other reasons. At the appropriate time, we expect to file summary judgment motions but the specific timing as to when motions can be filed and then decided upon is not definitive. We believe that our case continues to progress well and there's been no change to our position in the case.	¶67
		18	I would say that I think it's a fair public statement that as we have been battling this lawsuit, it's been on the fundamental premise that our counsel and even other counsel we've retained has researched issues and found that we don't infringe the patents, and not only do we not infringe them but they are invalid, etcetera. Non-infringement is based on the definition of the patent claims. If we lose this, it could only be because a court upholds a definition for those claims much broader than what our counsel believes to be the case and if that broader definition were supported in the lawsuit, that there isn't a prepaid platform that uses switches to help route calls for prepaid treatment that wouldn't be subject to the patent.	¶68

8/14/03 10-Q



Defendants' Allegedly Fraudulent Class Period Statements

Document	Date Filed/ Disclosed	Page	Disclosure(s)	Cited in Amended Complaint (Blue Text)
Form 10-Q for the quarterly period ending June 30, 2003	8/14/03	2	<p>This Quarterly Report contains forward-looking statements that involve risks and uncertainties, including without limitation, statements regarding the prepaid subscriber base... and... after tax charges for legal costs associated with the Freedom Wireless suit... The Company's actual results may differ significantly from the results discussed in the forward-looking statements.</p> <p>Any statements contained herein that are not statements of historical fact may be deemed to be forward-looking statements. Without limiting the foregoing, the words "believes," "anticipates," "plans," "expects," "intends," and similar expressions are intended to identify forward-looking statements, although not all forward-looking statements contain these words.</p> <p>There are a number of important factors that could cause actual events or the Company's actual results to differ materially from those indicated by such forward-looking statements. These factors include, without limitation, those set forth under the captions "Notes to Consolidated Financial Statements," "Management's Discussion and Analysis of Financial Condition and Results of Operations," "Certain Factors That May Affect Future Results" and "Quantitative and Qualitative Disclosures About Market Risk" in this Quarterly Report on Form 10-Q. The factors discussed herein do not reflect the potential future impact of any mergers, acquisitions or dispositions. The Company does not assume any obligation to update any forward-looking statements made herein.</p> <p>...</p> <p><b>NOTES TO CONDENSED CONSOLIDATED FINANCIAL STATEMENTS</b></p> <p><b>Contingencies</b></p> <p>...</p> <p><b>Legal</b></p> <p>In March 2000, Freedom Wireless, Inc. filed a suit against the Company and a number of wireless carriers. The suit is being tried in the United States District Court in Massachusetts and alleges that the defendants infringe two patents held by Freedom Wireless, Inc. and seeks damages in an unspecified amount as well as injunctive relief. A ruling that the Company infringed the Freedom Wireless patents could significantly restrict the Company's ability to conduct business. In addition, the Company has an obligation to indemnify the other defendants for damages they may incur with respect to any infringement by the Company's technology. The suit is still in the discovery phase. The Company does not believe that it infringes these patents and believes that the patents are invalid in light of prior art and other reasons.</p>	¶169



*Rosenbaum Capital, LLC v. Boston Communications Group, Inc. et al.*  
NO. CIV. A. 11165-WGY

Defendants' Allegedly Fraudulent Class Period Statements

Document	Date Filed/ Disclosed	Page	Disclosure(s)	Cited in Amended Complaint (Blue Text)
			<p>In the fourth quarter of 2000, the third quarter of 2001 and the first quarter of 2002, the Company recorded special charges of \$2.6 million, \$3.6 million and \$3.3 million, respectively, principally to accrue for legal expenses estimated by its outside counsel to be incurred in the defense of the patent infringement suit brought by Freedom Wireless. However, due to the lengthy and unpredictable proceedings, which has made it difficult to reasonably estimate legal costs in the Freedom Wireless suit, commencing in the third quarter of 2002, the Company began accounting for costs related to this case as incurred. As a result, in the fourth quarter of 2002, the first quarter of 2003 and the second quarter of 2003, the Company recorded charges of \$998,000, \$915,000 and \$725,000, respectively, primarily for legal expenses incurred for the suit brought by Freedom Wireless.</p> <p>Since the timing of ongoing court proceedings is not firmly fixed, the Company expects to continue to spend up to approximately \$1 million per quarter for legal costs until the Freedom Wireless matter is resolved.</p> <p>There can be no assurances that the Company's expenses to defend the Freedom Wireless suit will not exceed its estimate. If Freedom Wireless prevails in this case, the amount of damages could be substantial and the Company's business, financial condition and results of operations would be materially adversely affected.</p> <p>From time to time, as a normal incidence of the nature of the Company's business, various claims, charges and litigation are asserted or commenced against the Company arising from, or related to, contractual matters, patents, trademarks, personal injury, and personnel and employment disputes. As to such claims and litigation, the Company can give no assurance that it will prevail...</p>	

Defendants' Allegedly Fraudulent Class Period Statements

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			<p style="text-align: center;"><b>MANAGEMENT'S DISCUSSION AND ANALYSIS OF FINANCIAL CONDITION AND RESULTS OF OPERATIONS</b></p>	
		12	<p><b>Overview</b></p> <p>We are currently a defendant in a federal lawsuit commenced by Freedom Wireless alleging we and several wireless carriers infringe two Freedom Wireless patents. A ruling that we infringe these patents could significantly restrict our ability to conduct business and would obligate us to indemnify other defendants in this lawsuit. During the six months ended June 30, 2003, we incurred \$1.6 million in legal costs, or approximately \$0.05 per share after taxes, primarily for the continued defense of the Freedom Wireless patent infringement suit. These costs are expected to continue at about \$1 million per quarter until the matter is resolved. The timing of ongoing court proceedings is not firmly fixed. While we cannot predict the outcome of this case or estimate when the matter might be resolved, we remain confident that we do not infringe the Freedom Wireless patents and that the patents are invalid in light of prior art and other reasons.</p> <p>...</p>	¶69
		20-21	<p><b>Certain Factors That May Affect Future Results</b></p> <p><i>An unfavorable judgment in the Freedom Wireless lawsuit or any other lawsuit would have a material impact on our business.</i></p> <p>In March 2000, Freedom Wireless filed a suit against us and a number of wireless carriers claiming that we and the other defendants infringe a patent of Freedom Wireless. In March 2001 Freedom Wireless amended the complaint to include a continuation patent. Freedom Wireless seeks injunctive relief and damages in an unspecified amount. In addition, we are contractually obligated to indemnify the other defendants for any damages that they incur as a result of any infringement by our technology.</p> <p>The suit is currently in the discovery phase, and we cannot yet assess our potential liability. Our failure to prevail in this matter would have any or all of the following significant adverse effects on our business, financial condition and results of operations:</p> <ul style="list-style-type: none"><li>• injunctive relief against us, which could significantly restrict our ability to conduct our business;</li><li>• an adverse judgment against us for significant monetary damages;</li><li>• a settlement on unfavorable terms;</li><li>• obligations to the other defendants to indemnify them for damages;</li></ul>	



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			<ul style="list-style-type: none"><li>• obligations to customers for breach of a contractual warranty of non-infringement; or</li><li>• a requirement to reengineer our prepaid processing methodology to avoid patent infringement, which would likely result in additional expense and delay.</li></ul> <p>In addition, regardless of the outcome, we will continue to incur significant expenses to defend this lawsuit. We have spent approximately \$11 million to date to defend this lawsuit, and we expect to incur up to an additional \$1 million per quarter in legal fees until this matter is resolved. Moreover, this lawsuit may divert the efforts and attention of our management team from normal business operations. Finally, we may become subject to additional patent infringement lawsuits in the future.</p> <p>...</p> <p style="text-align: center;"><b>PART II. OTHER INFORMATION:</b></p> <p><b>Legal Proceedings</b></p> <p>In March 2000, Freedom Wireless, Inc. filed a suit against us and a number of wireless carriers. The suit is being tried in the United States District Court in Massachusetts and alleges that the defendants infringe two patents held by Freedom Wireless, Inc. and seeks damages in an unspecified amount as well as injunctive relief. <b>A ruling that we infringed the Freedom Wireless patents could significantly restrict our ability to conduct business. In addition, we have an obligation to indemnify the other defendants for damages they may incur with respect to any infringement by our technology.</b> The suit is still in the discovery phase. <b>We do not believe that we infringe these patents and believe that the patents are invalid in light of prior art and other reasons.</b></p> <p>In the fourth quarter of 2000, the third quarter of 2001 and the first quarter of 2002, we recorded special charges of \$2.6 million, \$3.6 million and \$3.3 million, respectively, principally to accrue for legal expenses estimated by our outside counsel to be incurred in the defense of the patent infringement suit brought by Freedom Wireless. However, due to the lengthy and unpredictable proceedings, which has made it difficult to reasonably estimate legal costs in the Freedom Wireless suit, commencing in the third quarter of 2002, we began accounting for costs related to this case as incurred. As a result, in the fourth quarter of 2002, the first quarter of 2003 and the second quarter of 2003, we recorded charges of \$998,000, \$915,000 and \$725,000, respectively, primarily for legal expenses incurred for the suit brought by Freedom Wireless.</p> <p>Since the timing of ongoing court proceedings is not firmly fixed, we expect to continue to spend up to approximately \$1 million per quarter for legal costs until the Freedom Wireless matter is resolved. <b>There can be no assurances that our expenses to defend the Freedom Wireless suit will not exceed our estimate. If Freedom Wireless prevails in this case, the amount of damages could be substantial and our business, financial condition and results of operations would be materially adversely affected.</b></p>	¶69



10/15/03 10-Q

*Rosenbaum Capital, LLC v. Boston Communications Group, Inc. et al.*  
NO. CIV. A. 11165-WGY

Defendants' Allegedly Fraudulent Class Period Statements

Document	Date Filed/ Disclosed	Page	Disclosure(s)	Cited in Amended Complaint (Blue Text)
3 <sup>rd</sup> Qtr 2003 Conference Call	10/15/03	2	<p>I'd also like to caution everyone that various remarks that the Company may make about the Company's future expectations, plans, and prospects constitute forward-looking statements for purposes of the Safe Harbor Provision under the Private Securities Litigation Reform Act of '95. Actual results may differ materially from those indicated by those forward-looking statements as a result of various important facts, including those discussed in the Form 10-Q for the three months ended June 30<sup>th</sup>, 2003, and Form 10-K for the year ended December 31<sup>st</sup>, 2002, which are on file with the SEC.</p> <p>In addition, any forward-looking statements represent our views only as of today and should not be relied upon as representing our views as of any subsequent date. While we may elect to update forward-looking statements at some point in the future, we specifically disclaim any obligation to do so, even if our estimates change and therefore you should rely – you should not rely on these forward-looking statements as representing our views as of any date subsequent to today.</p> <p>...</p> <p>Although our legal expenses for Freedom Wireless were higher due to the timing of certain procedures that took place during the quarter, on average we have incurred about what we expected at \$1m per quarter year-to-date.</p> <p>Going forward, we expect to continue to incur on average about \$1m per quarter, however, the expense will likely continue to vary from quarter to quarter depending on the procedures that take place in any given quarter. Accordingly, we expect that Q4 legal changes will range between three and four cents a share.</p> <p>Furthermore, we continue to remain confident that we do not infringe the Freedom Wireless patents, and that the patents are invalid and unenforceable in light of prior [art] and other reasons. We believe that our case continues to progress well, and there's been no change to our position on the case.</p>	¶70

11/14/03 10-Q



Defendants' Allegedly Fraudulent Class Period Statements

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Form 10-Q for the quarterly period ending September 30, 2003	11/14/03	2	<p>This Quarterly Report contains forward-looking statements that involve risks and uncertainties, including without limitation, statements regarding the prepaid subscriber base... and... after tax charges for legal costs associated with the Freedom Wireless suit... The Company's actual results may differ significantly from the results discussed in the forward-looking statements.</p> <p>Any statements contained herein that are not statements of historical fact may be deemed to be forward-looking statements. Without limiting the foregoing, the words "believes," "anticipates," "plans," "expects," "intends," and similar expressions are intended to identify forward-looking statements, although not all forward-looking statements contain these words.</p> <p>There are a number of important factors that could cause actual events or the Company's actual results to differ materially from those indicated by such forward-looking statements. These factors include, without limitation, those set forth under the captions "Notes to Consolidated Financial Statements," "Management's Discussion and Analysis of Financial Condition and Results of Operations," "Certain Factors That May Affect Future Results" and "Quantitative and Qualitative Disclosures About Market Risk" in this Quarterly Report on Form 10-Q. The factors discussed herein do not reflect the potential future impact of any mergers, acquisitions or dispositions. The Company does not assume any obligation to update any forward-looking statements made herein.</p> <p>...</p> <p><b>NOTES TO CONDENSED CONSOLIDATED FINANCIAL STATEMENTS</b></p> <p><b>Contingencies</b></p> <p><b>Legal</b></p> <p>In March 2000, Freedom Wireless, Inc. (Freedom Wireless) filed a suit against the Company and a number of wireless carriers. The suit is being tried in the United States District Court in Massachusetts and alleges that the defendants infringe two patents held by Freedom Wireless and seeks damages in an unspecified amount as well as injunctive relief. A ruling that the Company infringed the Freedom Wireless patents could significantly restrict the Company's ability to conduct business. In addition, the Company has an obligation to indemnify the other defendants for damages they may incur with respect to any infringement by the Company's technology. The suit is still in the discovery phase. The Company does not believe that it infringes these patents and believes that the patents are invalid in light of prior art and other reasons.</p> <p>In the fourth quarter of 2000, the third quarter of 2001 and the first quarter of 2002, the Company recorded special charges of \$2.6 million, \$3.6 million and \$3.3 million, respectively, principally to accrue for legal expenses estimated by its outside counsel to be incurred in the defense of the patent infringement suit brought by Freedom Wireless. However, due to the lengthy and unpredictable proceedings, which had made it difficult to</p>	¶71



Defendants' Allegedly Fraudulent Class Period Statements

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			<p>reasonably estimate legal costs in the Freedom Wireless suit, commencing in the third quarter of 2002, the Company began accounting for costs related to this case as incurred. As a result, for the three and nine-month period ended September 30, 2003, the Company recorded charges of \$1.4 million and \$3.0 million, respectively, primarily for legal expenses incurred for the suit brought by Freedom Wireless.</p> <p>The Company expects to incur additional legal costs until the Freedom Wireless matter is resolved. However, this cost will likely continue to vary from quarter to quarter, depending on the timing of proceedings. <i>If Freedom Wireless prevails in this case, the amount of damages could be substantial and the Company's business, financial condition and results of operations would be materially adversely affected.</i></p> <p>From time to time, as a normal incidence of the nature of the Company's business, various claims, charges and litigation are asserted or commenced against the Company arising from, or related to, contractual matters, patents, trademarks, personal injury, and personnel and employment disputes. <i>As to such claims and litigation, the Company can give no assurance that it will prevail...</i></p> <p>...</p> <p style="text-align: center;"><b>MANAGEMENT'S DISCUSSION AND ANALYSIS OF FINANCIAL CONDITION AND RESULTS OF OPERATIONS</b></p> <p><b>Overview</b></p> <p>We are currently a defendant in a federal lawsuit commenced by Freedom Wireless alleging we and several wireless carriers infringe two Freedom Wireless patents. <i>A ruling that we infringe these patents could significantly restrict our ability to conduct business and would obligate us to indemnify other defendants in this lawsuit.</i> During the nine months ended September 30, 2003, we incurred \$3.0 million in legal costs, or approximately \$0.10 per share after taxes, primarily for the continued defense of the Freedom Wireless patent infringement suit. We expect to incur, on average, approximately \$1 million per quarter (before taxes) for legal costs until the Freedom Wireless matter is resolved. However, this cost will likely continue to vary from quarter to quarter, depending on the timing of proceedings. Accordingly, we expect that the fourth quarter, 2003 legal charges will approximate \$1.0 million to \$1.4 million. While <i>we cannot predict the outcome of this case or estimate when the matter might be resolved</i>, we remain confident that we do not infringe the Freedom Wireless patents and that the patents are invalid in light of prior art and other reasons.</p> <p>...</p>	



Defendants' Allegedly Fraudulent Class Period Statements

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		20	<p><b>Certain Factors That May Affect Future Results</b></p> <p><i>An unfavorable judgment in the Freedom Wireless lawsuit or any other lawsuit would have a material impact on our business.</i></p> <p>In March 2000, Freedom Wireless filed a suit against us and a number of wireless carriers claiming that we and the other defendants infringe a patent of Freedom Wireless. In March 2001, Freedom Wireless amended the complaint to include a continuation patent. Freedom Wireless seeks injunctive relief and damages in an unspecified amount. In addition, <i>we are contractually obligated to indemnify the other defendants for any damages that they incur as a result of any infringement by our technology.</i></p> <p>The suit is currently in the discovery phase, and we cannot yet assess our potential liability if we were to lose the case. Our failure to prevail in this matter would have any or all of the following significant adverse effects on our business, financial condition and results of operations:</p> <ul style="list-style-type: none"><li>• Injunctive relief against us, which could significantly restrict our ability to conduct our business;</li><li>• An adverse judgment against us for significant monetary damages;</li><li>• A settlement on unfavorable terms;</li><li>• Obligations to the other defendants to indemnify them for damages;</li><li>• Obligations to customers for breach of a contractual warranty of non-infringement; or</li><li>• A requirement to reengineer our prepaid processing methodology to avoid patent infringement, <i>which would likely result in additional expense and delay.</i></li></ul> <p>In addition, regardless of the outcome, we will continue to incur significant expenses to defend this lawsuit. We have incurred approximately \$12.7 million in costs to date to defend this lawsuit. We expect to incur, on average, approximately \$1 million per quarter (before taxes) for legal costs until the Freedom Wireless matter is resolved. However, this cost will likely continue to vary from quarter to quarter, depending on the timing of proceedings. Accordingly, we expect that the fourth quarter, 2003 legal charges will range between \$1.0 million and \$1.4 million. Moreover, this lawsuit may divert the efforts and attention of our management team from normal business operations. Finally, we may become subject to additional patent infringement lawsuits in the future.</p>	



*Rosenbaum Capital, LLC v. Boston Communications Group, Inc. et al.*  
NO. CIV. A. 11165-WGY

Defendants' Allegedly Fraudulent Class Period Statements

Document	Date Filed/ Disclosed	Page	Disclosure(s)	Cited in Amended Complaint (Blue Text)
		25	<p>...</p> <p><b>Legal Proceedings</b></p> <p>In March 2000, Freedom Wireless, Inc. filed a suit against us and a number of wireless carriers. The suit is being tried in the United States District Court in Massachusetts and alleges that the defendants infringe two patents held by Freedom Wireless, Inc. and seeks damages in an unspecified amount as well as injunctive relief. <b>A ruling that we infringed the Freedom Wireless patents could significantly restrict our ability to conduct business. In addition, we have an obligation to indemnify the other defendants for damages they may incur with respect to any infringement by our technology.</b> The suit is still in the discovery phase. <b>We do not believe that we infringe these patents and believe that the patents are invalid in light of prior art and other reasons.</b></p> <p>In the fourth quarter of 2000, the third quarter of 2001 and the first quarter of 2002, we recorded special charges of \$2.6 million, \$3.6 million and \$3.3 million, respectively, principally to accrue for legal expenses estimated by our outside counsel to be incurred in the defense of the patent infringement suit brought by Freedom Wireless. However, due to the lengthy and unpredictable proceedings, which has made it difficult to reasonably estimate legal costs in the Freedom Wireless suit, commencing in the third quarter of 2002, we began accounting for costs related to this case as incurred. As a result, for the three and nine-month period ended September 30, 2003, we recorded charges of \$1.4 million and \$3.0 million, respectively, primarily for legal expenses incurred for the suit brought by Freedom Wireless.</p> <p>We expect to incur, on average, approximately \$1 million per quarter (before taxes) for legal costs until the Freedom Wireless matter is resolved. However, this cost will likely continue to vary from quarter to quarter, depending on the timing of proceedings. Accordingly, we expect that fourth quarter, 2003 legal charges will range between \$1.0 million and \$1.4 million. <b>There can be no assurances that our expenses to defend the Freedom Wireless suit will not exceed our estimate. If Freedom Wireless prevails in this case, the amount of damages could be substantial and our business, financial condition and results of operations would be materially adversely affected.</b></p>	<p>¶71</p>

2/3/04 Conf. Call



Defendants' Allegedly Fraudulent Class Period Statements

Document	Date Filed/ Disclosed	Page	Disclosure(s)	Cited in Amended Complaint (Blue Text)
4 <sup>th</sup> Qtr 2003 Conference Call	2/3/04	2	I'd also like to caution everyone that various remarks the company may make about the company's future expectations, plans, and prospects, constitute forward-looking statements for the purposes of the Safe Harbor provisions under the Private Securities Litigation Reform Act of 1995. Actual results may differ materially from those indicated by the forward-looking statements and the result of various important factors including those discussed in the Form 10Q for the three months ended September 30, 2003, and Form 10K for the year ended December 31, 2002, which are all on file with the SEC. In addition any forward-looking statements represent our views only as of today and should not be relied upon as [UNINTELLIGIBLE] views as of any subsequent day. While we may elect to update forward-looking statements at some point in the future we specifically disclaim any obligation to do so even if estimates change and therefore you should not rely on these forward-looking statements as representing our views as of any date subsequent to today.	
		...		
		8	Our legal expenses during the quarter for Freedom Wireless were inline with expectation, having incurred \$1 million in legal costs related to the case. Going forward, we expect to continue to incur on average [about] \$1 million per quarter until the matter is resolved. However, the expense may vary from quarter to quarter, depending upon the procedures that take place in any given quarter. Accordingly we expect Q1 '04 legal charges will approximate 3 cents per share. Furthermore, we continue to remain confident that we do not infringe the Freedom Wireless patents, and that the patents are invalid and unenforceable in light of prior (indiscernible) and other reasons. We believe that our case continues to progress well, and there has been no change to our position on the case. In addition, various summary judgment motions have been filed by both parties in the case, and the Court is expected to rule on those motions in the normal course of proceedings.	¶72



3/9/04 10-K

Defendants' Allegedly Fraudulent Class Period Statements

Document	Date Filed/ Disclosed	Page	Disclosure(s)	Cited in Amended Complaint (Blue Text)
Form 10-K for the fiscal year ended December 31, 2003	March 9, 2004	2	<p>This Annual Report contains forward-looking statements, within the meaning of the Private Securities Litigation Reform Act of 1995, that involve risks and uncertainties, including without limitation, statements regarding:</p> <p>...</p> <ul style="list-style-type: none"><li>• Legal expenses related to the Freedom Wireless, Inc. ("Freedom Wireless") lawsuit;</li></ul> <p>...</p> <p>These statements are based on the current beliefs and assumptions of management.</p> <p>Any statements contained herein that are not statements of historical fact may be deemed to be forward-looking statements. Without limiting the foregoing, the words "believe," "anticipate," "plan," "expect," "intend," and similar expressions are intended to identify forward-looking statements, although not all forward-looking statements contain these words.</p> <p>A number of important factors could cause actual events or our actual results to differ materially from those indicated by such forward-looking statements. These factors include, without limitation, those set forth under the captions "Management's Discussion and Analysis of Financial Condition and Results of Operations," "Certain Factors That May Affect Future Results," "Quantitative and Qualitative Disclosures About Market Risk" and those set forth in Items 1 and 3 of Part I of this Annual Report on Form 10-K. The factors discussed herein do not reflect the potential future impact of any mergers, acquisitions or dispositions. We do not assume any obligation to update any forward-looking statements made herein.</p> <p><b>LEGAL PROCEEDINGS</b></p> <p>In March 2000, Freedom Wireless, Inc. filed a suit against us and a number of wireless carriers. The suit is being tried in the United States District Court in Massachusetts and alleges that the defendants infringe two patents held by Freedom Wireless, Inc. and seeks damages in an unspecified amount as well as injunctive relief. <i>If there were a ruling that we infringed the Freedom Wireless patents, it could significantly restrict our ability to conduct business. In addition, we have an obligation to indemnify the other defendants for damages they may incur with respect to any infringement by our technology.</i> The suit is in the pre-trial phase and various summary judgment motions have been filed by both parties in the case. The Court is expected to rule on these motions in the normal course of its proceedings. <i>We do not believe that we infringe these patents and believe that the patents are invalid in light of prior art and other reasons.</i></p> <p>In the fourth quarter of 2000, the third quarter of 2001 and the first quarter of 2002, we recorded special charges of \$2.6 million, \$3.6 million and</p>	<p>¶73</p>

*Rosenbaum Capital, LLC v. Boston Communications Group, Inc. et al.*  
NO. CIV. A. 11165-WGY

Defendants' Allegedly Fraudulent Class Period Statements

Document	Date Filed/ Disclosed	Page	Disclosure(s)	Cited in Amended Complaint (Blue Text)
			<p>\$3.3 million, respectively, principally to accrue for legal expenses estimated by our outside legal counsel to be incurred in the defense of the patent infringement suit brought by Freedom Wireless. However, due to the lengthy and unpredictable proceedings, which had made it difficult to reasonably estimate legal costs in the Freedom Wireless suit, commencing in the third quarter of 2002, we began accounting for costs related to this case as incurred. As a result, for the year ended December 31, 2003, we recorded charges of \$4.0 million for legal expenses.</p> <p>We expect to incur, on average, approximately \$1 million per quarter for legal costs until the Freedom Wireless matter is resolved. However, this cost will likely continue to vary from quarter to quarter, depending on the timing of proceedings. There can be no assurances that costs to defend the Freedom Wireless suit will not exceed our estimate. If Freedom Wireless prevails in this case, the amount of damages could be substantial and our business, financial condition and results of operations would be materially adversely affected.</p> <p>From time to time, as a normal incidence of the nature of our business, various claims, charges and litigation are asserted or commenced against us arising from, or related to, contractual matters, patents, trademarks, personal injury, and personnel and employment disputes. As to such claims and litigation, we can give no assurance that we will prevail...</p>	



5/10/04 10-Q

Defendants' Allegedly Fraudulent Class Period Statements

Document	Date Filed/ Disclosed	Page	Disclosure(s)	Cited in Amended Complaint (Blue Text)
Form 10-Q For the Period Ending March 31, 2004	5/10/04	2	<p>This Quarterly Report contains forward-looking statements, within the meaning of the Private Securities Litigation Reform Act of 1995, that involve risks and uncertainties, including without limitation, statements regarding the diversification of our product and customer base... and legal expenses for the Freedom Wireless, Inc. (Freedom Wireless) lawsuit and the belief that the Company does not infringe on the Freedom Wireless patents, and the ability to finance our operations for the next 12 months with cash on hand and cash to be generated from profitable operations. These statements are based on the current beliefs and assumptions of management.</p> <p>Any statements contained herein that are not statements of historical fact may be deemed to be forward-looking statements. Without limiting the foregoing, the words "believe," "anticipate," "plan," "expect," "intend," and similar expressions are intended to identify forward-looking statements, although not all forward-looking statements contain these words.</p> <p>A number of important factors could cause actual events or our actual results to differ materially from those indicated by such forward-looking statements. These factors include, without limitation, those set forth under the captions "Management's Discussion and Analysis of Financial Condition and Results of Operations," "Certain Factors That May Affect Future Results" and "Quantitative and Qualitative Disclosures About Market Risk." The factors discussed herein do not reflect the potential future impact of any mergers, acquisitions or dispositions. We do not assume any obligation to update any forward-looking statements made herein.</p> <p>...</p> <p><b>NOTES TO CONDENSED CONSOLIDATED FINANCIAL STATEMENTS</b></p> <p><b>Legal Costs</b></p> <p>The Company accrues the costs of settlements, damages and, under certain conditions, costs of defense when such costs are probable and estimable; otherwise, such costs are expensed as incurred. As discussed in Note 3 to the condensed consolidated financial statements, the Company began to expense legal costs related to the Freedom Wireless lawsuit as incurred due to the lengthy and unpredictable discovery process, which made it difficult to continue to reasonably estimate legal costs for the suit. Other litigation will continue to be accounted for in accordance with the Company's accounting policy, and generally, the Company develops an estimate of probable costs in consultation with the Company's outside legal counsel who is handling the case. <b>There can be no assurances that the Company's expenses will not exceed its estimate.</b></p> <p>...</p> <p><b>Contingencies</b></p>	



Defendants' Allegedly Fraudulent Class Period Statements

Document	Date Filed/ Disclosed	Page	Disclosure(s)	Cited in Amended Complaint (Blue Text)
		10	<p><b>Legal</b></p> <p>In March 2000, Freedom Wireless, Inc. filed a suit against the Company and a number of wireless carriers. The suit is being tried in the United States District Court in Massachusetts and alleges that the defendants infringe two patents held by Freedom Wireless, Inc. and seeks damages in an unspecified amount as well as injunctive relief. <i>If there was a ruling that the Company infringed the Freedom Wireless patents, it could significantly restrict the Company's ability to conduct business.</i> In addition, <i>the Company has an obligation to indemnify the other defendants for damages they may incur with respect to any infringement by the Company's technology.</i> The suit is in the pre-trial phase and various summary judgment motions have been filed by both parties in the case. The Court is expected to rule on these motions in the normal course of proceedings. <i>The Company does not believe that it infringes these patents and believes that the patents are invalid in light of prior art and other reasons.</i></p> <p>The Company expects to incur, on average, approximately \$1 million per quarter for legal costs until the Freedom Wireless matter is resolved. However, this cost will likely continue to vary from quarter to quarter, depending on the timing of proceedings. <i>There can be no assurances that the Company's expenses to defend the Freedom Wireless suit will not exceed the Company's estimate. If Freedom Wireless prevails in this case, the amount of damages could be substantial and the Company's business, financial condition and results of operations would be materially adversely affected.</i></p> <p>From time to time, as a normal incidence of the nature of the Company's business, various claims, charges and litigation are asserted or commenced against the Company arising from, or related to, contractual matters, patents, trademarks, personal injury, and personnel and employment disputes. <i>As to such claims and litigation, the company can give no assurance that it will prevail...</i></p> <p>...</p> <p>MANAGEMENT'S DISCUSSION AND ANALYSIS OF FINANCIAL CONDITION AND RESULTS OF OPERATION</p> <p>...</p> <p><b>Certain Factors That May Affect Future Results</b></p> <p><i>An unfavorable judgment in the Freedom Wireless lawsuit or any other lawsuit would have a material impact on our business.</i></p> <p>In March 2000, Freedom Wireless filed a suit against us and a number of wireless carriers claiming that we and the other defendants infringe a patent of Freedom Wireless. In March 2001, Freedom Wireless amended the complaint to include a continuation patent. Freedom Wireless seeks</p>	¶74
		22-23		



Defendants' Allegedly Fraudulent Class Period Statements

Document	Date Filed/ Disclosed	Page	Disclosure(s)	Cited in Amended Complaint (Blue Text)
		27	<p>injunctive relief and damages in an unspecified amount. In addition, we are contractually obligated to indemnify the other defendants for any damages that they incur as a result of any infringement by our technology.</p> <p>The suit is in the pre-trial phase and various summary judgment motions have been filed by both parties in the case. The court is expected to rule on these motions in the normal course of proceedings. We cannot yet assess our potential liability, if any. Our failure to prevail in this matter would have any or all of the following material adverse effects on our business, financial conditions and results of operations:</p> <ul style="list-style-type: none"><li>• Injunctive relief against us, which could significantly restrict our ability to conduct our business;</li><li>• An adverse judgment against us for significant monetary damages;</li><li>• A settlement on unfavorable terms;</li><li>• Obligations to the other defendants to indemnify them for damages;</li><li>• Obligations to customers for breach of a contractual warranty of non-infringement; and/or</li><li>• A requirement to reengineer our prepaid processing solution to avoid patent infringement, which would likely result in additional expense and delay.</li></ul> <p>Regardless of the outcome, we will continue to incur significant expenses to defend this lawsuit. We have incurred approximately \$14.7 million in legal costs as of March 31, 2004 to defend this lawsuit, and we expect to incur approximately \$1 million per quarter in legal costs until the Freedom Wireless matter is resolved. However, this cost will likely continue to vary from quarter to quarter, depending on the timing of proceedings. Moreover, this lawsuit may divert the efforts and attention of our management team from normal business operations. Finally, we may become subject to additional patent infringement lawsuits in the future.</p> <p><b>PART II. OTHER INFORMATION</b></p> <p><b>Item 1. Legal Proceedings</b></p> <p>In March 2000, Freedom Wireless, Inc. filed a suit against us and a number of wireless carriers. The suit is being tried in the United States District Court in Massachusetts and alleges that the defendants infringe two patents held by Freedom Wireless, Inc. and seeks damages in an unspecified amount as well as injunctive relief. If there were a ruling that we infringed the Freedom Wireless patents, it could significantly restrict our ability to conduct business. In addition, we have an obligation to indemnify the other defendants for damages they may incur with respect to any infringement by our technology. The suit is in the pre-trial phase and various summary judgment motions have been filed by both parties in the</p>	

Defendants' Allegedly Fraudulent Class Period Statements

Document	Date Filed/ Disclosed	Page	Disclosure(s)	Cited in Amended Complaint (Blue Text)
			<p>case. The Court is expected to rule on these motions in the normal course of its proceedings. We do not believe that we infringe these patents and believe that the patents are invalid in light of prior art and other reasons.</p> <p>In the fourth quarter of 2000, the third quarter of 2001 and the first quarter of 2002, we recorded special charges of \$2.6 million, \$3.6 million and \$3.3 million, respectively, principally to accrue for legal expenses estimated by our outside legal counsel to be incurred in the defense of the patent infringement suit brought by Freedom Wireless. However, due to the lengthy and unpredictable proceedings, which made it difficult to reasonably estimate legal costs in the Freedom Wireless suit, commencing in the third quarter of 2002, we began accounting for costs related to this case as incurred. As a result, for the three months ended March 31, 2002, we recorded charges for \$1.2 million for legal expenses.</p> <p>We expect to incur, on average, approximately \$1 million per quarter for legal costs until the Freedom Wireless matter is resolved. However, this cost will likely continue to vary from quarter to quarter, depending on the timing of proceedings. There can be no assurances that costs to defend the Freedom Wireless suit will not exceed our estimates. If Freedom Wireless prevails in this case, the amount of damages could be substantial and our business, financial conditions and results of operations would be materially adversely affected.</p>	¶74

8/9/04 10-Q



Defendants' Allegedly Fraudulent Class Period Statements

Document	Date Filed/ Disclosed	Page	Disclosure(s)	Cited in Amended Complaint (Blue Text)
Form 10-Q For the quarterly Period Ending June 30, 2004	8/9/04	2	<p>This Quarterly Report contains forward-looking statements, within the meaning of the Private Securities Litigation Reform Act of 1995, that involve risks and uncertainties, including without limitation, statements regarding the expectations regarding our new product offerings... costs to defend Freedom Wireless lawsuit, additional capital investments, payment of additional contingent cash consideration to Intofech Solutions Corporation, and the ability to finance our operations for the next 12 months. These statements are based on the current beliefs and assumptions of management.</p> <p>Any statements contained herein that are not statements of historical fact may be deemed to be forward-looking statements. Without limiting the foregoing, the words "believe," "anticipate," "plan," "expect," "intend," and similar expressions are intended to identify forward-looking statements, although not all forward-looking statements contain these words.</p> <p>A number of important factors could cause actual events or our actual results to differ materially from those indicated by such forward-looking statements. These factors include, without limitation, those set forth under the captions "Management's Discussion and Analysis of Financial Condition and Results of Operations," "Certain Factors That May Affect Future Results" and "Quantitative and Qualitative Disclosures About Market Risk." The statements discussed herein do not reflect the potential future impact of any mergers, acquisitions or dispositions. We do not assume any obligation to update any forward-looking statements made herein.</p> <p>...</p> <p><b>NOTES TO CONDENSED CONSOLIDATED FINANCIAL STATEMENTS</b></p> <p><b>Legal Costs</b></p> <p>The Company accrues the costs of settlements, damages and, under certain conditions, costs of defense when such costs are probable and reasonably estimable; otherwise, such costs are expensed as incurred. As discussed in Note 3 to the condensed consolidated financial statements, the Company began to expense legal costs related to the Freedom Wireless lawsuit as incurred due to the lengthy and unpredictable discovery process, which made it difficult to continue to reasonably estimate legal costs for the suit. Other litigation will continue to be accounted for in accordance with the Company's accounting policy, and generally, the Company develops an estimate of probable costs in consultation with the Company's outside legal counsel who is handling the case. <b>There can be no assurances that the company expenses will not exceed its estimates.</b></p>	



Defendants' Allegedly Fraudulent Class Period Statements

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		9	<p><b>Contingencies</b></p> <p><b>Legal</b></p> <p>In March 2000, Freedom Wireless, Inc. filed a suit against the Company and a number of wireless carriers. The suit is being tried in the United States District Court in Massachusetts and alleges that the defendants infringe two patents held by Freedom Wireless, Inc. and seeks damages in an unspecified amount as well as injunctive relief. <i>If there was a ruling that the Company infringed the Freedom Wireless patents, it could significantly restrict the Company's ability to conduct business. In addition, the Company has an obligation to indemnify the other defendants for damages they may incur with respect to any infringement by the Company's technology.</i> The suit is in the pre-trial phase and various summary judgment motions have been filed by both parties in the case. The Court is expected to rule on these motions in the normal course of proceedings. <i>The Company does not believe that it infringes these patents and believes that the patents are invalid in light of prior art and other reasons.</i></p> <p>¶75</p> <p>From time to time, as a normal incidence of the nature of the Company's business, various claims, charges and litigation are asserted or commenced against the Company arising from, or related to, contractual matters, patents, trademarks, personal injury, and personnel and employment disputes. <i>As to such claims and litigation, the company can give no assurance that it will prevail...</i></p> <p>...</p> <p style="text-align: center;"><b>MANAGEMENT'S DISCUSSION AND ANALYSIS OF FINANCIAL CONDITION AND RESULTS OF OPERATION</b></p> <p>...</p> <p><b>Certain Factors That May Affect Future Results</b></p> <p><i>An unfavorable judgment in the Freedom Wireless lawsuit would have a material adverse impact on our business.</i></p> <p><b>20</b></p> <p>In March 2000, Freedom Wireless filed a suit against us and a number of wireless carriers claiming that we and the other defendants infringe a patent of Freedom Wireless. In March 2001, Freedom Wireless amended the complaint to include a continuation patent. Freedom Wireless seeks injunctive relief and damages in an unspecified amount. In addition, <i>we are contractually obligated to indemnify the other defendants for any damages that they incur as a result of any infringement by our technology.</i></p> <p>The suit is in the pre-trial phase and various summary judgment motions have been filed by both parties in the case. The court is expected to rule</p>	



Defendants' Allegedly Fraudulent Class Period Statements

Document	Date Filed/ Disclosed	Page	Disclosure(s)	Cited in Amended Complaint (Blue Text)
			<p>on these motions in the normal course of proceedings. We cannot yet assess our potential liability, if any. Any adverse outcome, including the following, would have a material adverse effect on our business, financial condition and results of operations:</p> <ul style="list-style-type: none"><li>• Injunctive relief against us, which could significantly restrict our ability to conduct our business;</li><li>• An adverse judgment against us for significant monetary damages;</li><li>• A settlement on unfavorable terms;</li><li>• Obligations to the other defendants to indemnify them for damages;</li><li>• Obligations to customers for breach of a contractual warranty of non-infringement; and/or</li><li>• A requirement to reengineer our prepaid processing solution to avoid patent infringement, which would likely result in additional expense and delay.</li></ul> <p>Regardless of the outcome, we will continue to incur significant expenses to defend this lawsuit. We have incurred approximately \$15.3 million in legal costs as of June 30, 2004 to defend this lawsuit, and we expect to incur approximately \$1 million per quarter in legal costs until the Freedom Wireless matter is resolved. However, this cost will likely continue to vary from quarter to quarter, depending on the timing of proceedings. Moreover, this lawsuit may divert the efforts and attention of our management team from normal business operations. Finally, we may become subject to additional patent infringement lawsuits in the future.</p> <p>...</p> <p><b>PART II. OTHER INFORMATION</b></p> <p><b>Item 1. Legal Proceedings</b></p> <p>In March 2000, Freedom Wireless, Inc. filed a suit against us and a number of wireless carriers. The suit is being tried in the United States District Court in Massachusetts and alleges that the defendants infringe two patents held by Freedom Wireless, Inc. and seeks damages in an unspecified amount as well as injunctive relief. If there were a ruling that we infringed the Freedom Wireless patents, it could significantly restrict our ability to conduct business. In addition, we have an obligation to indemnify the other defendants for damages they may incur with respect to any infringement by our technology. The suit is in the pre-trial phase and various summary judgment motions have been filed by both parties in the case. The Court is expected to rule on these motions in the normal course of its proceedings. We do not believe that we infringe these patents and believe that the patents are invalid in light of prior art and other reasons.</p>	<p>¶75</p>



*Rosenbaum Capital, LLC v. Boston Communications Group, Inc. et al.*  
**NO. CIV. A. 11165-WGY**

**Defendants' Allegedly Fraudulent Class Period Statements**

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			We expect to incur, on average, approximately \$1 million per quarter for legal costs until the Freedom Wireless matter is resolved. However, this cost will likely continue to vary from quarter to quarter, depending on the timing of proceedings. There can be no assurances that costs to defend the Freedom Wireless suit will not exceed our estimates. If Freedom Wireless prevails in this case, the amount of damages could be substantial and our business, financial condition and results of operations would be materially adversely affected.	

10/20/04 Conf. Call



*Rosenbaum Capital, LLC v. Boston Communications Group, Inc. et al.*  
NO. CIV. A. 11165-WGY

Defendants' Allegedly Fraudulent Class Period Statements

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3 <sup>rd</sup> Qtr 2004 Conference Call	10/20/04	1	I would also like to caution everyone that various remarks that the Company may make about the Company's future expectations, plans, and prospects constitute forward-looking statements for purposes of the Safe Harbor provisions under the Private Securities Litigation Reform Act of 1994. Actual results may differ materially from those indicated by these forward-looking statements, as a result of various important factors, including those discussed in the Form 10-K for the year ended December 31 <sup>st</sup> , 2003, which is on file with the SEC. In addition, any forward-looking statements represents our views only as of today and should not be relied upon as representing our views as of any subsequent date. While we may elect to update forward-looking statements at some point in the future we specifically disclaim any obligation to do so even if our estimates change, and therefore, you should not rely on these forward-looking statements as representing our views as of any date subsequent to today.  ...	
		3	As we announced on August 11th, the case is getting closer to the trial phase, but a trial date has yet to be set by the Court. We continue to maintain our confidence that we do not infringe the Freedom Wireless patents and we will continue to vigorously defend their claims.	¶76

11/9/04 10-Q



Defendants' Allegedly Fraudulent Class Period Statements

Document	Date Filed/ Disclosed	Page	Disclosure(s)	Cited in Amended Complaint (Blue Text)
Form 10-Q for the quarterly period ending September 30, 2004	11/9/04	2	<p>This Quarterly Report contains forward-looking statements, within the meaning of the Private Securities Litigation Reform Act of 1995, that involve risks and uncertainties, including without limitation, statements regarding the expectations regarding our new product offerings,... costs to defend Freedom Wireless lawsuit, additional capital investments, payment of additional contingent cash consideration to Intofech Solutions Corporation, and the ability to finance our operations for the next 12 months. These statements are based on the current beliefs and assumptions of management.</p> <p>Any statements contained herein that are not statements of historical fact may be deemed to be forward-looking statements. Without limiting the foregoing, the words "believe," "anticipate," "plan," "expect," "intend," and similar expressions are intended to identify forward-looking statements, although not all forward-looking statements contain these words.</p> <p>A number of important factors could cause actual events or our actual results to differ materially from those indicated by such forward-looking statements. These factors include, without limitation, those set forth under the captions "Management's Discussion and Analysis of Financial Condition and Results of Operations," "Certain Factors That May Affect Future Results" and "Quantitative and Qualitative Disclosures About Market Risk." The statements discussed herein do not reflect the potential future impact of any mergers, acquisitions or dispositions. We do not assume any obligation to update any forward-looking statements made herein.</p> <p>...</p> <p><b>NOTES TO CONDENSED CONSOLIDATED FINANCIAL STATEMENTS</b> (Unaudited)</p> <p><b>Legal Costs</b></p> <p>The Company accrues the costs of settlements, damages and, under certain conditions, costs of defense when such costs are probable and reasonably estimable; otherwise, such costs are expensed as incurred. As discussed in Note 3 to the condensed consolidated financial statements, the Company began to expense legal costs related to the Freedom Wireless lawsuit as incurred due to the lengthy and unpredictable discovery process, which made it difficult to continue to reasonably estimate legal costs for the suit. Other litigation will continue to be accounted for in accordance with the Company's accounting policy, and generally, the Company develops an estimate of probable costs in consultation with the Company's outside legal counsel who is handling the case. <b>There can be no assurances that the Company's expenses will not exceed its estimates.</b></p> <p>...</p>	
		7		



Defendants' Allegedly Fraudulent Class Period Statements

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		9	<p><b>Contingencies</b></p> <p><b>Legal</b></p> <p>In March 2000, Freedom Wireless, Inc. filed a suit against the Company and a number of the Company's wireless carrier customers. The suit is being tried in the United States District Court in Massachusetts and alleges that the defendants infringe two patents held by Freedom Wireless and seeks damages in an unspecified amount as well as injunctive relief. <i>If there was a ruling that the Company infringed the Freedom Wireless patents, it could significantly restrict the Company's ability to conduct business.</i> In addition, the Company has an obligation to indemnify the other defendants for damages they may incur with respect to any infringement by the Company's technology. On August 10, 2004, the plaintiff and the defendant each had four summary judgment motions denied by the court, bringing the case closer to the trial phase. The suit is in the pre-trial phase and trial is scheduled to begin on January 31, 2005. <i>The Company does not believe that it infringes these patents and believes the patents are invalid in light of prior art and other reasons.</i></p> <p>From time to time, as a normal incidence of the nature of the Company's business, various claims, charges and litigation are asserted or commenced against the Company arising from, or related to, contractual matters, patents, trademarks, personal injury, and personnel and employment disputes. As to such claims and litigation, the company can give no assurance that it will prevail. However, the Company does not believe that any of these current matters (other than as disclosed) will have a material adverse effect on its consolidated financial position, although an adverse outcome of any of these matters could have a material adverse effect on its consolidated results of operations or cash flows in future quarters or in the quarter or annual period in which one or more of these matters are resolved.</p> <p>...</p> <p style="text-align: center;"><b>MANAGEMENT'S DISCUSSION AND ANALYSIS OF FINANCIAL CONDITION AND RESULTS OF OPERATION</b></p> <p>...</p> <p><b>Certain Factors That May Affect Future Results</b></p> <p><i>An unfavorable judgment in the Freedom Wireless lawsuit would have a material adverse impact on our business.</i></p> <p>In March 2000, Freedom Wireless, Ins. Filed a suit against us and a number of our wireless carrier customers claiming that we and the other defendants infringe a patent of Freedom Wireless. In March 2001, Freedom Wireless amended the complaint to include a continuation patent. Freedom Wireless seeks injunctive relief and damages in an unspecified amount. In addition, <i>we a re contractually obligated to indemnify the other defendants for any damages that they incur as a result of any infringement by our technology.</i></p> <p>The suit is in the pre-trial phase and the trial is scheduled to begin on January 31, 2005. We cannot yet assess our potential liability, if any. <i>Any</i></p>	¶77
		20-21		



Defendants' Allegedly Fraudulent Class Period Statements

Document	Date Filed/ Disclosed	Page	Disclosure(s)	Cited in Amended Complaint (Blue Text)
			<p>adverse outcome, including the following, would have a material adverse effect on our business, financial condition and results of operation.</p> <ul style="list-style-type: none"><li>• Injunctive relief against us, which could significantly restrict our ability to conduct our business;</li><li>• An adverse judgment against us for significant monetary damages;</li><li>• A settlement on unfavorable terms;</li><li>• Obligations to the other defendants to indemnify them for damages;</li><li>• Obligations to customers for breach of a contractual warranty of non-infringement; and/or</li></ul> <p>A requirement to reengineer our prepaid processing solution to avoid patent infringement, which would likely result in additional expense and delay.</p> <p>Regardless of the outcome, we will continue to incur significant expenses to defend the lawsuit. We have incurred approximately \$15.7 million in legal costs as of September 30, 2004 to defend this lawsuit, and we expect to incur approximately \$1 million per quarter in legal costs until the Freedom Wireless matter is resolved. However, this cost will likely continue to vary from quarter to quarter, depending on the level of activity and the timing of proceedings. Moreover, this lawsuit may divert the efforts and attention of our management team from normal business operations. Finally, we may become subject to additional patent infringement lawsuits in the future.</p> <p><b>PART II. OTHER INFORMATION</b></p> <p><b>Legal Proceedings</b></p> <p>In March 2000, Freedom Wireless, Inc. filed a suit against us and a number of wireless carriers. The suit is being tried in the United States District Court in Massachusetts and alleges that the defendants infringe two patents held by Freedom Wireless, Inc. and seeks damages in an unspecified amount as well as injunctive relief. <i>If there were a ruling that we infringed the Freedom Wireless patents, it could significantly restrict our ability to conduct business.</i> In addition, we have an obligation to indemnify the other defendants for damages they may incur with respect to any infringement by our technology. The suit is in the pre-trial phase and various summary judgment motions have been filed by both parties in the case. The Court is expected to rule on these motions in the normal course of its proceedings. <i>We do not believe that we infringe these patents and believe that the patents are invalid in light of prior art and other reasons.</i></p> <p>We expect to incur, on average, approximately \$1 million per quarter for legal costs until the Freedom Wireless matter is resolved. However, this cost will likely continue to vary from quarter to quarter, depending on the timing of proceedings. <i>There can be no assurances that costs to defend the Freedom Wireless suit will not exceed our estimates. If Freedom Wireless prevails in this case, the amount of damages could be substantial and</i></p>	¶77



*Rosenbaum Capital, LLC v. Boston Communications Group, Inc. et al.*  
NO. CIV. A. 11165-WGY

Defendants' Allegedly Fraudulent Class Period Statements

Document	Date Filed/ Disclosed	Page	Disclosure(s)	Cited in Amended Complaint (Blue Text)
			our business, financial condition and results of operations would be materially adversely affected.	

2/1/05 Conf. Call



*Rosenbaum Capital, LLC v. Boston Communications Group, Inc. et al.*  
NO. CIV. A. 11165-WGY

Defendants' Allegedly Fraudulent Class Period Statements

Document	Date Filed/ Disclosed	Page	Disclosure(s)	Cited in Amended Complaint (Blue Text)
4 <sup>th</sup> Qtr 2004 Conference Call	2/1/05	2	I would also like to caution everyone that various remarks that the Company may make about the Company's future expectations, plans and prospects constitute forward-looking statements for purposes of the Safe Harbor provisions under the Private Securities Litigation Reform Act of 1995. Actual results may differ materially from those indicated by these forward-looking statements as a result of various important factors, including those discussed in the Form 10-Q for the quarter ended September 30, 2004, which is on file with the SEC. In addition, any forward-looking statements represents our views only as of today, and should not be relied upon as representing our views as of any subsequent date. While we may elect to update forward-looking statements at some point in the future, we specifically disclaim any obligation to do so, even if our estimates change. And therefore, you should not rely on these forward-looking statements as representing our views as of any date subsequent to today.	
		6	...  As we approach the Freedom Wireless trial date of February 28, legal expenses are expected to increase to 5 to 6 cents per share in Q1 to accommodate additional hours and expenses to try the case. In documents that were made publicly available last week, we learned that Verizon Wireless, a defendant in the case, reached a settlement with Freedom and is no longer a defendant in the case. BCGI was not part of the settlement discussions and the terms of the settlement are not public. It's important to note that, as we were not a party to these negotiations, we have not agreed to Verizon's settlement terms, and we do not believe that we have any indemnification liability towards Verizon's settlement.  This also does not change our position in the case. We remain confident that we do not infringe on the Freedom Wireless patents and that the patents are invalid in light of prior art.	¶78

3/9/05 10-K



Defendants' Allegedly Fraudulent Class Period Statements

Document	Date Filed/ Disclosed	Page	Disclosure(s)	Cited in Amended Complaint (Blue Text)
Form 10-K for the fiscal year ending December 31, 2004	3/9/05	2	<p>The Annual Report contains forward-looking statements, within the meaning of the Private Securities Litigation Reform Act of 1995, that involve risks and uncertainties, including without limitation statements regarding:</p> <p>...</p> <ul style="list-style-type: none"><li>• Legal expenses related to the Freedom Wireless, Inc. ("Freedom Wireless") lawsuit;</li></ul> <p>...</p> <p>These statements are based on the current beliefs and assumptions of management.</p> <p>Any statements contained herein that are not statements of historical fact may be deemed to be forward-looking statements. Without limiting the foregoing, the words "believe," "anticipate," "plan," "expect," "intend," and similar expressions are intended to identify forward-looking statements, although not all forward-looking statements contain these words.</p> <p>A number of important factors could cause actual events or our actual results to differ materially from those indicated by such forward-looking statements. These factors include, without limitation, those set forth under the captions "Management's Discussion and Analysis of Financial Condition and Results of Operations," "Certain Factors That May Affect Future Results," "Quantitative and Qualitative Disclosures About Market Risk" and those set forth in Items 1 and 3 of Part I of this Annual Report on Form 10-K. The factors discussed herein do not reflect the potential future impact of any mergers, acquisitions or dispositions. We do not assume any obligation to update any forward-looking statements made here.</p> <p>...</p>	¶79
		14	<p><b>LEGAL PROCEEDINGS</b></p> <p>In March 2000, Freedom Wireless, Inc. filed a suit against us and a number of our wireless carrier customers. The suit is being tried in the United States District Court in Massachusetts and alleges that the defendants infringe two patents held by Freedom Wireless, Inc. and seeks damages as well as injunctive relief. If there were a ruling that we infringed the Freedom Wireless patents, it could significantly restrict our ability to conduct business. In addition, we have an obligation to indemnify the other defendants for damages they may incur with respect to any infringement by our technology. The trial began on February 28, 2005 and is expected to last for approximately eight weeks. In 2005, Verizon Wireless who was a defendant in the case, reached a settlement with Freedom Wireless and is therefore no longer a defendant in the case. We were not part of the settlement discussions and the terms of the settlement are not public. We do not believe that we infringe these patents and believe that the patents</p>	¶79  ¶79



**Defendants' Allegedly Fraudulent Class Period Statements**

Document	Date Filed/ Disclosed	Page	Disclosure(s)	Cited in Amended Complaint (Blue Text)
			<p>are invalid in light of prior art and other reasons.</p> <p>In the fourth quarter of 2000, the third quarter of 2001 and the first quarter of 2002, we recorded special charges of \$2.6 million, \$3.6 million and \$3.3 million, respectively, principally to accrue for legal expenses estimated by our outside legal counsel to be incurred in the defense of the patent infringement suit brought by Freedom Wireless. However, due to the lengthy and unpredictable proceedings, which had made it difficult to reasonably estimate legal costs in the Freedom Wireless suit, commencing in the third quarter of 2002, we began accounting for costs related to this case as incurred. As a result, for the years ended December 31, 2003 and 2004, we recorded charges of \$4.0 and \$3.0 million, respectively for legal expenses related to the lawsuit.</p> <p>We expect to incur approximately \$1.5 to \$1.8 million in legal expenses in the first quarter of 2005 and, on average, \$1.0 million per quarter thereafter, until the Freedom Wireless matter is resolved. However, this cost will likely continue to vary from quarter to quarter, depending on the timing of proceedings. <b>There can be no assurance that costs to defend the Freedom Wireless suit will not exceed our estimate.</b></p> <p>We are not presently able to estimate the potential losses, if any, related to the Freedom Wireless lawsuit. Freedom Wireless is seeking damages in excess of \$250 million from us and the other remaining co-defendants, who <i>bcci</i> has agreed to indemnify. <b>If Freedom Wireless prevails in this case and is awarded the amount of damages which they are seeking from us and the other co-defendants, this amount would exceed our ability to pay.</b></p> <p>...</p> <p>From time to time, as a normal incidence of the nature of the Company's business, various claims, charges and litigation are asserted or commenced against the Company arising from, or related to, contractual matters, patents, trademarks, personal injury, and personnel and employment disputes. <b>As to such claims and litigation, the company can give no assurance that it will prevail.</b></p> <p><b>CONSOLIDATED RESULTS OF OPERATIONS</b></p> <p>...</p> <p><b>General and administrative expenses - legal charges</b></p> <p>General and administrative legal expenses primarily represent legal expenses to defend the patent infringement suit initiated by Freedom Wireless. We expect to incur approximately \$1.5 to \$1.8 million in legal expenses in the first quarter of 2005 as a result of the commencement of the trial and, on average, \$1.0 million per quarter thereafter, until the Freedom Wireless matter is resolved. However, this cost will likely continue to vary from quarter to quarter, depending on the timing of proceedings. <b>There can be no assurance that costs to defend the Freedom Wireless suit will not exceed our estimate. If Freedom Wireless prevails in this case, the amount of damages could be substantial and our business, financial condition</b></p>	



Defendants' Allegedly Fraudulent Class Period Statements

Document	Date Filed/ Disclosed	Page	Disclosure(s)	Cited in Amended Complaint (Blue Text)
			and results of operation would be materially adversely affected.	
			...	
			<b>Certain Factors That May Affect Future Results</b>	
			<i>An unfavorable judgment in the Freedom Wireless lawsuit would have a material adverse impact on our business.</i>	
			In March 2000, Freedom Wireless, Inc. filed a suit against us and a number of our wireless carrier customers claiming that we and the other defendants infringe a patent of Freedom Wireless. In March 2001, Freedom Wireless amended the complaint to include a continuation patent. Freedom Wireless seeks injunctive relief and damages. In addition, we are contractually obligated to indemnify the other defendants for any damages that they incur as a result of any infringement by our technology.	
			The trial began on February 28, 2005. We cannot yet assess our potential liability, if any. Any adverse outcome, including the following, would have a material adverse effect on our business, financial condition and results of operations:	
			<ul style="list-style-type: none"><li>• Injunctive relief against us, which could significantly restrict our ability to conduct our business;</li><li>• An adverse judgment against us for significant monetary damages;</li><li>• A settlement on unfavorable terms;</li><li>• Obligations to the other defendants to indemnify them for damages;</li><li>• Obligations to customers for breach of a contractual warranty of non-infringement; and/or</li><li>• A requirement to reengineer our prepaid processing solution to avoid patent infringement, which would likely result in additional expense and delay.</li></ul>	
			Regardless of the outcome, we will continue to incur significant expenses to defend this lawsuit. We have incurred approximately \$16.7 million in legal costs as of December 31, 2004 to defend this lawsuit, and expect to incur approximately \$1.5 to \$1.8 million in legal expenses in the first quarter of 2005 and, on average, \$1.0 million per quarter thereafter, until the Freedom Wireless matter is resolved. However, this cost will likely continue to vary from quarter to quarter, depending on the timing of proceedings. There can be no assurance that costs to defend the Freedom Wireless suit will not exceed our estimate.	
		28-30		

Defendants' Allegedly Fraudulent Class Period Statements

Document	Date Filed/ Disclosed	Page	Disclosure(s)	Cited in Amended Complaint (Blue Text)
			<p>Freedom Wireless is seeking damages in excess of \$250 million from us and the other remaining co-defendants, who <i>bvrgi</i> has agreed to indemnify. If Freedom Wireless prevails in this case and is awarded the amount of damages which they are seeking from us and the other co-defendants, this amount would exceed our ability to pay. Finally, we may become subject to additional patent infringement lawsuits in the future.</p> <p>Notes to Consolidated Financial Statements Years Ended December 31, 2004, 2003 and 2002</p> <p>...</p> <p><b>Legal Costs</b></p> <p>The Company accrues the costs of settlements, damages, and under certain conditions, costs of defense when such costs are probable and estimable; otherwise, such costs are expensed as incurred. As discussed in Note 4 to the Consolidated Financial Statements, the Company began to expense legal costs related to the Freedom Wireless lawsuit as incurred due to the lengthy and unpredictable discovery process, which had made it difficult to continue to reasonably estimate legal costs for the suit. Other litigation will continue to be accounted for in accordance with the Company's accounting policy, and generally, the Company develops an estimate of probable costs in consultation with the Company's outside legal counsel who is handling the case. <i>There can be no assurances that the Company's expenses will not exceed its estimate.</i></p> <p>...</p>	



5/10/05 10-Q

Defendants' Allegedly Fraudulent Class Period Statements

Document	Date Filed/ Disclosed	Page	Disclosure(s)	Cited in Amended Complaint (Blue Text)
Form 10-Q For The Quarterly Period Ending March 31, 2005	5/10/05			
			The Quarterly Report contains forward-looking statements, within the meaning of the Private Securities Litigation Reform Act of 1995, that involve risks and uncertainties, including without limitation, statements regarding:	
			...	
			<ul style="list-style-type: none"><li>• Legal expenses related to the Freedom Wireless, Inc. ("Freedom Wireless") lawsuit;</li></ul> ...	
		2	These statements are based on the current beliefs and assumptions of management.  Any statements contained herein that are not statements of historical fact may be deemed to be forward-looking statements. Without limiting the foregoing, the words "believe," "anticipate," "plan," "expect," "intend," and similar expressions are intended to identify forward-looking statements, although not all forward-looking statements contain these words.  A number of important factors could cause actual events or our actual results to differ materially from those indicated by such forward-looking statements. These factors include, without limitation, those set forth under the captions "Management's Discussion and Analysis of Financial Condition and Results of Operations," "Certain Factors That May Affect Future Results" and "Quantitative and Qualitative Disclosures About Market Risk." The statements discussed herein do not reflect the potential future impact of any mergers, acquisitions or dispositions. We do not assume any obligation to update any forward-looking statements made here.  ...	
		8	<b>Legal Costs</b>  The Company accrues the costs of settlements, damages and, under certain conditions, costs of defense when such costs are probable and estimable; otherwise, such costs are expensed as incurred. As discussed in Note 4 to the Consolidated Financial Statements, the Company began to expense legal costs related to the Freedom Wireless lawsuit as incurred due to the lengthy and unpredictable discovery process, which made it difficult to continue to reasonably estimate legal costs for the suit. Other litigation will continue to be accounted for in accordance with the Company's accounting policy, and generally, the Company develops an estimate of probable costs in consultation with the Company's outside legal counsel who is handling the case. <i>There can be no assurance that the Company's expenses will not exceed its estimate.</i>	
		12	<b>Contingencies/Legal</b>  In March 2000, Freedom Wireless, Inc. filed a suit against the Company and a number of its wireless carrier customers. The suit is being tried in the United States District Court in Massachusetts and alleges that the defendants infringe two patents held by Freedom Wireless, Inc. and seeks	



Defendants' Allegedly Fraudulent Class Period Statements

Document	Date Filed/ Disclosed	Page	Disclosure(s)	Cited in Amended Complaint (Blue Text)
			damages as well as injunctive relief. If there is a ruling that the Company infringed the Freedom Wireless patents, it could significantly restrict the Company's ability to conduct business. In addition, the Company has an obligation to indemnify the other defendants for damages they may incur with respect to any infringement by the Company's technology. The trial began on February 28, 2005 and is expected to be completed in mid-May 2005. In 2005, Verizon Wireless, which was a defendant in the case, reached a settlement with Freedom Wireless and is therefore no longer a defendant in the case. The Company was not part of the settlement discussions and the terms of the settlement are not public. The Company does not believe that it infringes these patents and believes that the patents are invalid in light of prior art and other reasons.	¶80
			The Company is not presently able to estimate the potential losses, if any, related to the Freedom Wireless lawsuit. Freedom Wireless is seeking damages in excess of \$250 million from the Company and the other remaining co-defendants, whom <i>bcgi</i> has agreed to indemnify. <b>If Freedom Wireless prevails in this case and is awarded the amount of damages which they are seeking from <i>bcgi</i> and the other co-defendants, this amount would exceed the Company's ability to pay.</b>	
			From time to time, as a normal incidence of the nature of the Company's business, various claims, charges and litigation are asserted or commenced against the Company arising from, or related to, contractual matters, patents, trademarks, personal injury, and personnel and employment disputes. <b>As to such claims and litigation the Company can give no assurance that it will prevail...</b>	
			...	
		17	<b>General and administrative legal expenses-legal charges</b>	
			General and administrative legal expenses primarily represent legal expenses to defend the patent infringement suit initiated by Freedom Wireless. The increase in expense in the first quarter of 2005 compared to the same quarter of 2004 was due to higher costs associated with the commencement of the trial on February 28, 2005. With additional expected trial days in the second quarter of 2005, we expect to incur legal expenses of approximately \$2.2 to \$2.9 million. This cost is expected to be substantially less per quarter than historical amounts beginning in the third quarter of 2005, during the anticipated appeals process by either party following the completion of the trial. There can be no assurance that costs to defend the Freedom Wireless suit will not exceed our estimate. <b>If Freedom Wireless prevails in this case, the amount of damages could be substantial and our business, financial condition and results of operations would be materially adversely affected.</b>	
			...	
			<b>Certain Factors that May Affect Future Results</b>	
		22	<b>An unfavorable judgment in the Freedom Wireless lawsuit would have a material adverse impact on our business.</b>	
			In March 2000, Freedom Wireless, Inc. filed a suit against us and a number of our wireless carrier customers claiming that we and the other	



Defendants' Allegedly Fraudulent Class Period Statements

Document	Date Filed/ Disclosed	Page	Disclosure(s)	Cited in Amended Complaint (Blue Text)
		28	<p>defendants infringe a patent of Freedom Wireless. In March 2001, Freedom Wireless amended the complaint to include a continuation patent. Freedom Wireless seeks injunctive relief and damages. In addition, we are contractually obligated to indemnify the other defendants for any damages that they incur as a result of any infringement by our technology.</p> <p>The trial began on February 28, 2005 and is expected to be completed in mid-May 2005. We cannot yet assess our potential liability, if any. Any adverse outcome, including the following, would have a material adverse effect on our business, financial condition and results of operations:</p> <ul style="list-style-type: none"><li>• Injunctive relief against us, which could significantly restrict our ability to conduct our business;</li><li>• An adverse judgment against us for significant monetary damages;</li><li>• A settlement on unfavorable terms;</li><li>• Obligations to the other defendants to indemnify them for damages;</li><li>• Obligations to customers for breach of a contractual warranty of non-infringement; and/or</li><li>• A requirement to reengineer our prepaid processing solution to avoid patent infringement, which would likely result in additional expense and delay.</li></ul> <p>Freedom Wireless is seeking damages in excess of \$250 million from us and the other remaining co-defendants, <i>bcbi</i> has agreed to indemnify. If Freedom Wireless prevails in this case and is awarded the amount of damages which they are seeking from us and the other co-defendants, this amount would exceed our ability to pay.</p> <p>Regardless of the outcome, we will continue to incur significant expenses to defend this lawsuit. We have incurred approximately \$19.0 million in legal costs as of March 31, 2005 to defend this lawsuit, and expect to incur approximately \$2.2 to \$2.9 million in legal expenses in the second quarter of 2005. This cost is expected to substantially less per quarter than historical amounts beginning in the third quarter of 2005, during the anticipated appeals process by either party following the completion of the trial. There can be no assurance that costs to defend the Freedom Wireless suit will not exceed our estimate.</p> <p>...</p> <p><b>Legal Proceedings</b></p> <p>In March 2000, Freedom Wireless, Inc. filed a suit against the Company and a number of its wireless carrier customers. The suit is being tried in the United States District Court in Massachusetts and alleges that the defendants infringe two patents held by Freedom Wireless, Inc. and seeks damages as well as injunctive relief. <u>If there is a ruling that the Company infringed the Freedom Wireless patents, it could significantly restrict the</u></p>	



Defendants' Allegedly Fraudulent Class Period Statements

Document	Date Filed/ Disclosed	Page	Disclosure(s)	Cited in Amended Complaint (Blue Text)
			<p>Company's ability to conduct business. In addition, the Company has an obligation to indemnify the other defendants for damages they may incur with respect to any infringement by the Company's technology. The trial began on February 28, 2005 and is expected to be completed in mid-May 2005. In 2005, Verizon Wireless, which was a defendant in the case, reached a settlement with Freedom Wireless and is therefore no longer a defendant in the case. The Company was not part of the settlement discussions and the terms of the settlement are not public. The Company does not believe that it infringes these patents and believes that the patents are invalid in light of prior art and other reasons.</p> <p>We are not presently able to estimate the potential losses, if any, related to the Freedom Wireless lawsuit. Freedom Wireless is seeking damages in excess of \$250 million from the Company and the other remaining co-defendants, whom <i>bcgi</i> has agreed to indemnify. If Freedom Wireless prevails in this case and is awarded the amount of damages which they are seeking from <i>bcgi</i> and the other co-defendants, this amount would exceed the Company's ability to pay.</p> <p>We account for costs related to this case as incurred due to the lengthy and unpredictable proceedings which make it difficult to reasonably estimate legal costs. The total legal costs to defend the case through March 31, 2005 were \$19.0 million. We expect to incur approximately \$2.2 to \$2.9 million in legal expenses in the second quarter of 2005. This cost is expected to be substantially less per quarter than historical amounts beginning in the third quarter of 2005, during the anticipated appeals process by either party following the completion of the trial. There can be no assurance that costs to defend the Freedom Wireless suit will not exceed our estimate.</p>	¶80

# **Exhibit 2**



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Originator-Key-Asymmetric:

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ACCESSION NUMBER: 0001012887-00-000037

CONFORMED SUBMISSION TYPE: 10-Q

PUBLIC DOCUMENT COUNT: 3

CONFORMED PERIOD OF REPORT: 20000331

FILED AS OF DATE: 20000512

FILER:

COMPANY DATA:

COMPANY CONFORMED NAME:

BOSTON COMMUNICATIONS GROUP

CENTRAL INDEX KEY:

0001012887

STANDARD INDUSTRIAL CLASSIFICATION:

RADIO TELEPHONE COMMUNICATIO

IRS NUMBER:

043026859

STATE OF INCORPORATION:

MA

FISCAL YEAR END:

1231

FILING VALUES:

FORM TYPE: 10-Q

SEC ACT:

SEC FILE NUMBER: 000-28432

FILM NUMBER: 627343

BUSINESS ADDRESS:

STREET 1: 100 SYLVAN RD

STREET 2: STE 100

CITY: WOBURN

STATE: MA

ZIP: 01801-1830

BUSINESS PHONE: 6174763570

MAIL ADDRESS:

STREET 1: 100 SYLVAN RD

STREET 2: STE 100

CITY: WOBURN

STATE: MA

ZIP: 01801-1830

</SEC-HEADER>

<DOCUMENT>

<TYPE>10-Q

<SEQUENCE>1

<TEXT>

SECURITIES AND EXCHANGE COMMISSION

Washington, D.C. 10549

FORM 10-Q

(x) Quarterly report pursuant to Section 13 or 15(d) of the

Securities Exchange Act of 1934

For the quarterly period ended March 31, 2000 or

( ) Transition report pursuant to Section 13 or 15(d) of the  
Securities Exchange Act of 1934

Commission file number: 0-28432

Boston Communications Group, Inc.  
(Exact name of registrant as specified in its charter)

Massachusetts	04-3026859
(State or other jurisdiction of	(I.R.S. Employer
incorporation or organization)	Identification No.)

100 Sylvan Road, Woburn, Massachusetts 01801  
(Address of principal executive offices)

Registrant's telephone number, including area code: (617)692-7000

---

(Former name, former address, former fiscal year, if changed since  
last report)

Indicate by check mark whether the registrant (1) has filed all reports  
required to be filed by Section 13 or 15(d) of the Securities Exchange Act  
of 1934 during the preceding 12 months (or for such shorter period that the  
registrant was required to file such reports), and (2) has been subject to  
such filing requirements for the past 90 days.

Yes (X) No ( )

Indicate the number of shares outstanding of each of the issuer's classes of  
common stock as of the latest practicable date.

As of April 20, 2000 the Company had outstanding 16,688,159 shares of common  
stock, \$.01 par value per share.

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## INDEX

## PAGE NUMBER

### PART I. FINANCIAL INFORMATION:

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Item 6.	Exhibits and Reports on Form 8-K.....	18

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BOSTON COMMUNICATIONS GROUP, INC.  
AND SUBSIDIARIES  
CONSOLIDATED BALANCE SHEETS  
(In thousands, except share and per share amounts)

	March 31, 2000	December 31, 1999
ASSETS		
Current assets:		
Cash and cash equivalents	\$25,360	\$21,145
Short-term investments	6,998	9,091
Accounts receivable, net of allowance for billing adjustments and doubtful accounts of \$2,736 in 2000 and \$2,025 in 1999	19,551	18,546
Inventory	1,930	2,007
Deferred income taxes	356	1,169
Prepaid expenses and other assets	1,904	1,758
Total current assets	56,099	53,716
Property and equipment, net	43,134	44,995
Goodwill, net	2,703	2,854
Other assets	563	516
Total assets	\$102,499	\$102,081

LIABILITIES AND SHAREHOLDERS' EQUITY

Current liabilities:

Accounts payable	\$1,193	\$ 941
Accrued expenses	14,225	15,012
Income taxes payable	565	505
Current maturities of capital lease obligations	2,158	2,378
Total current liabilities	18,141	18,836
Capital lease obligations, net of current maturities	3,420	3,876

## PART II. OTHER INFORMATION:

## Item 4. Legal Proceedings

On March 30, 2000, Freedom Wireless, Inc. filed a complaint in the United States District Court for the Northern District of California against the Company and a number of wireless carriers, including customers and former customers of the Company. The suit alleges that the defendants infringe a patent held by Freedom Wireless, Inc. and seeks injunctive relief and damages in an unspecified amount. The Company does not believe it infringes this patent and believes that it has meritorious defenses to the action.

## Item 6. Exhibits and Reports on Form 8-K

## a) Exhibits

The exhibits listed in the Exhibit Index are part of or included in this report.

## b) Reports on Form 8-K

NONE

## SIGNATURES

Pursuant to the requirements of the Securities Exchange Act of 1934, the registrant has duly caused this report to be signed on its behalf by the undersigned, thereunto duly authorized.

Boston Communications Group, Inc.  
(Registrant)

Date: May 11, 2000 By: /s/ Karen A. Walker  
Karen A. Walker  
Vice President, Financial  
Administration and Chief  
Financial Officer (Principal  
Financial and Accounting  
Officer and Duly Authorized  
Officer)

<PAGE>

## INDEX TO EXHIBITS

Exhibit No.	Description
10.58*	Distribution agreement between Centigram Communications Corporation and Boston Communications Group, Inc. dated January 17, 2000.
27	Financial Data Schedule

# **Exhibit 3**



10-Q 1 d10q.htm FOR THE QUARTERLY PERIOD ENDED MARCH 31, 2005

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## SECURITIES AND EXCHANGE COMMISSION

Washington, D.C. 10549

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### FORM 10-Q

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☒ Quarterly report pursuant to Section 13 or 15(d) of the Securities Exchange Act of 1934

For the quarterly period ended March 31, 2005

or

☐ Transition report pursuant to Section 13 or 15(d) of the Securities Exchange Act of 1934

Commission file number: 0-28432

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## Boston Communications Group, Inc.

(Exact name of registrant as specified in its charter)

---

Massachusetts  
(State or other jurisdiction of  
incorporation or organization)

04-3026859  
(I.R.S. Employer  
Identification No.)

55 Middlesex Turnpike, Bedford, Massachusetts 01730  
(Address of principal executive offices)

Registrant's telephone number, including area code: (781) 904-5000

(Former name, former address, former fiscal year, if changed since last report)

---

Indicate by check mark whether the registrant (1) has filed all reports required to be filed by Section 13 or 15(d) of the Securities Exchange Act of 1934 during the preceding 12 months (or for such shorter period that the registrant was required to file such reports), and (2) has been subject to such filing requirements for the past 90 days. YES ☒ NO ☐

Indicate by check mark whether the registrant is an accelerated filer (as defined in Exchange Act Rule 12b-2) YES ☒ NO ☐

Indicate the number of shares outstanding of each of the issuer's classes of common stock as of the latest practicable date. As of May 3, 2005, the Company had outstanding 17,639,384 shares of common stock, \$.01 par value per share.

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This Quarterly Report contains forward-looking statements, within the meaning of the Private Securities Litigation Reform Act of 1995, that involve risks and uncertainties, including without limitation, statements regarding:

- Earnings per share;
- Revenues;
- Continued customer concentration and diversification of our revenue base;
- Legal expenses related to the Freedom Wireless, Inc. ("Freedom Wireless") lawsuit;
- Entrance of new competitors in the wireless services market;
- Engineering, research and development expenditures;
- Sales and marketing expenses;
- General and administrative expenses;
- Capital expenditures;
- Defined Benefit Plan contributions;
- Financing of investments and contingent consideration payments with cash and short-term investments; and
- Expectations regarding new product offerings.

These statements are based on the current beliefs and assumptions of management.

Any statements contained herein that are not statements of historical fact may be deemed to be forward-looking statements. Without limiting the foregoing, the words "believe," "anticipate," "plan," "expect," "intend," and similar expressions are intended to identify forward-looking statements, although not all forward-looking statements contain these words.

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A number of important factors could cause actual events or our actual results to differ materially from those indicated by such forward-looking statements. These factors include, without limitation, those set forth under the captions "Management's Discussion and Analysis of Financial Condition and Results of Operations", "Certain Factors That May Affect Future Results" and "Quantitative and Qualitative Disclosures About Market Risk". The statements discussed herein do not reflect the potential future impact of any mergers, acquisitions or dispositions. We do not assume any obligation to update any forward-looking statements made herein.



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**BOSTON COMMUNICATIONS GROUP, INC.**  
**CONDENSED CONSOLIDATED BALANCE SHEETS**  
(In thousands, except share and per share amounts)

	March 31, 2005	December 31, 2004
	(unaudited)	
<b>ASSETS</b>		
Current assets:		
Cash and cash equivalents	\$ 2,362	\$ 9,467
Short-term investments	69,981	68,285
Accounts receivable, net of allowance of \$442 in 2005 and \$474 in 2004	21,405	17,358
Deferred income taxes	454	319
Prepaid expenses and other assets	3,451	2,907
Total current assets	97,653	98,336
Property and equipment:		
Building, land and leasehold improvements	14,668	14,576
Telecommunications systems & software	95,277	93,895
Furniture and fixtures	876	789
Systems in development	6,898	3,842
	117,719	113,102
Less allowance for depreciation and amortization	62,948	57,543
	54,771	55,559
Intangible assets, net	2,300	2,450
Goodwill	4,753	4,753
Other assets	7,461	6,913
Total assets	\$166,938	\$ 168,011
<b>LIABILITIES AND SHAREHOLDERS' EQUITY</b>		
Current liabilities:		
Accounts payable	\$ 747	\$ 312
Accrued expenses	8,800	13,386
Deferred revenue	3,713	3,753
Income taxes payable	2,508	1,591
Total current liabilities	15,768	19,042
Non-current liabilities:		
Accrued pension liability	3,721	3,476
Deferred income taxes	7,046	7,046
Total non-current liabilities	10,767	10,522
Commitments and contingencies		
Shareholders' equity:		
Preferred stock, \$.01 par value, 2,000,000 shares authorized, none issued and outstanding	—	—
Common stock, voting, par value \$.01 per share, 35,000,000 shares authorized; 17,639,384 and 17,581,625 shares issued at March 31, 2005 and December 31, 2004, respectively	176	176
Additional paid-in capital	104,442	104,070
Retained earnings	36,063	34,430
Accumulated other comprehensive loss	(278)	(229)
Total shareholders' equity	140,403	138,447
Total liabilities and shareholders' equity	\$166,938	\$ 168,011

See accompanying notes.

## **Table of Contents**

As permitted by Statement No. 123, the Company currently accounts for share-based payments to employees using Opinion 25's intrinsic value method and, as such, generally recognizes no compensation cost for employee stock options. Accordingly, the adoption of Statement No. 123(R)'s fair value method will have a significant impact on the Company's results of operations, although it will have no impact on our overall financial position. The impact of adoption of Statement No. 123(R) cannot be predicted at this time because it will depend on levels of share-based payments granted in the future. However, had the Company adopted Statement No. 123(R) in prior periods, the impact of that standard would have approximated the impact of Statement No. 123 as described in the disclosure of pro forma net income and earnings per share in Note 2 to the Company's consolidated financial statements. Statement No. 123(R) also requires the benefits of tax deductions in excess of recognized compensation cost to be reported as a financing cash flow, rather than as an operating cash flow as required under current literature. This requirement will reduce net operating cash flows and increase net financing cash flows in periods after adoption.

### **3. Other Assets**

In 2004 and 2005, the Company exchanged cash totaling \$1,500,000 and received secured convertible promissory notes (the "Notes") for the same amount from an early stage entity with whom the Company has a commercial relationship.

The Notes accrue interest at a rate of 15% per annum until April, 2005 and subsequently accrue interest at a rate of 12% per annum. Because of the early-stage nature of the entity, interest income from the notes is being accounted for as interest payments are received. The Notes, together with accrued interest, are due on July 23, 2007 and are secured by the entity's assets, properties and rights.

The Notes are convertible at any time into the borrower's common stock or preferred stock, as defined in the agreement.

### **4. Contingencies**

#### **Legal**

In March 2000, Freedom Wireless, Inc. filed a suit against the Company and a number of its wireless carrier customers. The suit is being tried in the United States District Court in Massachusetts and alleges that the defendants infringe two patents held by Freedom Wireless, Inc. and seeks damages as well as injunctive relief. If there is a ruling that the Company infringed the Freedom Wireless patents, it could significantly restrict the Company's ability to conduct business. In addition, the Company has an obligation to indemnify the other defendants for damages they may incur with respect to any infringement by the Company's technology. The trial began on February 28, 2005 and is expected to be completed in mid-May 2005. In 2005, Verizon Wireless, which was a defendant in the case, reached a settlement with Freedom Wireless and is therefore no longer a defendant in the case. The Company was not part of the settlement discussions and the terms of the settlement are not public. The Company does not believe that it infringes these patents and believes that the patents are invalid in light of prior art and other reasons.

The Company is not presently able to estimate the potential losses, if any, related to the Freedom Wireless lawsuit. Freedom Wireless is seeking damages in excess of \$250 million from the Company and the other remaining co-defendants, whom *bcbi* has agreed to indemnify. If Freedom Wireless prevails in this case and is awarded the amount of damages which they are seeking from *bcbi* and the other co-defendants, this amount would exceed the Company's ability to pay.

From time to time, as a normal incidence of the nature of the Company's business, various claims, charges and litigation are asserted or commenced against the Company arising from, or related to, contractual matters, patents, trademarks, personal injury, and personnel and employment disputes. As to such claims and litigation, the Company can give no assurance that it will prevail. However, the Company does not believe



EX-31.1 7 dex311.htm SECTION 302 CEO CERTIFICATION

Exhibit 31.1

CERTIFICATIONS

, E. Y. Snowden, certify that:

1. I have reviewed this quarterly report on Form 10-Q of Boston Communications Group, Inc.;
2. Based on my knowledge, this quarterly report does not contain any untrue statement of a material fact or omit to state a material fact necessary to make the statements made, in light of the circumstances under which such statements were made, not misleading with respect to the period covered by this quarterly report;
3. Based on my knowledge, the financial statements, and other financial information included in this quarterly report, fairly present in all material respects the financial condition, results of operations and cash flows of the registrant as of, and for the periods presented in this quarterly report;
4. The registrant's other certifying officer and I are responsible for establishing and maintaining disclosure controls and procedures (as defined in Exchange Act Rules 13a-15(e) and 15d-15(e)) for the registrant and have:
  - a) Designed such disclosure controls and procedures, or caused such disclosure controls and procedures to be designed under our supervision, to ensure that material information relating to the registrant, including its consolidated subsidiaries, is made known to us by others within those entities, particularly during the period in which this quarterly report is being prepared;
  - b) Designed such internal control over financial reporting or caused such disclosure controls and procedures to be designed under our supervision, to provide reasonable assurance regarding the reliability of financial reporting and the preparation of financial statements for external reporting purposes in accordance with generally accepted accounting principles.
  - c) Evaluated the effectiveness of the registrant's disclosure controls and procedures and presented in this report our conclusions about the effectiveness of the disclosure controls and procedures as of the end of the period covered by this report based on such evaluation; and
  - d) Disclosed in this report any change in the registrant's internal control over financial reporting that occurred during the registrant's most recent fiscal quarter (the registrant's fourth fiscal quarter in the case of an quarterly report) that has materially affected, or is reasonable to materially affect, the registrant's internal control over financial reporting; and
5. The registrant's other certifying officer and I have disclosed, based on our most recent evaluation of internal control over financial reporting, to the registrant's auditors and the audit committee of the registrant's board of directors (or persons performing the equivalent functions):
  - a) All significant deficiencies and material weaknesses in the design or operation of internal control over financial reporting which are reasonably likely to adversely affect the registrant's ability to record, process, summarize and report financial information; and
  - b) Any fraud, whether or not material, that involves management or other employees who have a significant role in the registrant's internal control over financial reporting.

Date: May 9, 2005

/s/ E. Y. Snowden

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E. Y. Snowden  
President and Chief Executive Officer

## EX-31.2 8 dex312.htm SECTION 302 CFO CERTIFICATION

Exhibit 31.2

I, Karen A. Walker, certify that:

1. I have reviewed this quarterly report on Form 10-Q of Boston Communications Group, Inc.;
2. Based on my knowledge, this quarterly report does not contain any untrue statement of a material fact or omit to state a material fact necessary to make the statements made, in light of the circumstances under which such statements were made, not misleading with respect to the period covered by this quarterly report;
3. Based on my knowledge, the financial statements, and other financial information included in this quarterly report, fairly present in all material respects the financial condition, results of operations and cash flows of the registrant as of, and for the periods presented in this quarterly report;
4. The registrant's other certifying officer and I are responsible for establishing and maintaining disclosure controls and procedures (as defined in Exchange Act Rules 13a-15(e) and 15d-15(e)) for the registrant and have:
  - a) Designed such disclosure controls and procedures, or caused such disclosure controls and procedures to be designed under our supervision, to ensure that material information relating to the registrant, including its consolidated subsidiaries, is made known to us by others within those entities, particularly during the period in which this quarterly report is being prepared;
  - b) Designed such internal control over financial reporting or caused such disclosure controls and procedures to be designed under our supervision, to provide reasonable assurance regarding the reliability of financial reporting and the preparation of financial statements for external reporting purposes in accordance with generally accepted accounting principles.
  - c) Evaluated the effectiveness of the registrant's disclosure controls and procedures and presented in this report our conclusions about the effectiveness of the disclosure controls and procedures as of the end of the period covered by this report based on such evaluation; and
  - d) Disclosed in this report any change in the registrant's internal control over financial reporting that occurred during the registrant's most recent fiscal quarter (the registrant's fourth fiscal quarter in the case of an quarterly report) that has materially affected, or is reasonable to materially affect, the registrant's internal control over financial reporting; and
5. The registrant's other certifying officer and I have disclosed, based on our most recent evaluation of internal control over financial reporting, to the registrant's auditors and the audit committee of the registrant's board of directors (or persons performing the equivalent functions):
  - a) All significant deficiencies and material weaknesses in the design or operation of internal control over financial reporting which are reasonably likely to adversely affect the registrant's ability to record, process, summarize and report financial information; and
  - b) Any fraud, whether or not material, that involves management or other employees who have a significant role in the registrant's internal control over financial reporting.

Date: May 9, 2005

/s/ Karen A. Walker

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Karen A. Walker  
Vice President, Finance and Administration  
and Chief Financial Officer

EX-32 9 dex32.htm SECTION 906 CEO AND CFO CERTIFICATION

Exhibit 32

CERTIFICATION PURSUANT TO 18 U.S.C. SECTION 1350,  
AS ADOPTED PURSUANT TO  
SECTION 906 OF THE SARBANES-OXLEY ACT OF 2002

In connection with the quarterly report on Form 10-Q of Boston Communications Group, Inc. (the "Company") for the period ended March 31, 2005 as filed with the Securities and Exchange Commission on the date hereof (the "Report"), the undersigned, E.Y. Snowden, President and Chief Executive Officer, and Karen A. Walker, Vice President, Finance and Administration and Chief Financial Officer, hereby certify, pursuant to 18 U.S.C. Section 1350, that:

- (1) the Report fully complies with the requirements of Section 13(a) or 15(d) of the Securities Exchange Act of 1934; and
- (2) the information contained in the Report fairly presents, in all material respects, the financial condition and results of operations of the Company.

Date May 9, 2005

/s/ E. Y. Snowden

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E.Y. Snowden  
President & Chief Executive Officer

Date: May 9, 2005

/s/ Karen A. Walker

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Karen A. Walker  
Vice President, Finance and Administration  
and Chief Financial Officer -

A signed original of this written statement required by Section 906 has been provided to Boston Communications Group, Inc., and will be retained by Boston Communications Group, Inc. and furnished to the Securities and Exchange Commission or its staff upon request.



# **Exhibit 4**

**UNITED STATES DISTRICT COURT  
DISTRICT OF MASSACHUSETTS**

\*\*\*\*\*

FREEDOM WIRELESS, INC.,  
Plaintiff

v.

CIVIL ACTION NO.:  
00-12234-EFH

BOSTON COMMUNICATIONS GROUP,  
INC., CINGULAR WIRELESS LLC, AT & T  
WIRELESS PCS, CMT PARTNERS and  
WESTERN WIRELESS CORPORATION  
Defendants.

\*\*\*\*\*

**J U D G M E N T**

September 1, 2005

HARRINGTON, S.D.J.

In accordance with the verdict of the jury returned on May 20, 2005 on the issues of infringement, invalidity and damages and in accordance with the Findings of Fact and Conclusions of Law of the Court issued on September 1, 2005, judgment is entered for the Plaintiff Freedom Wireless, Inc. against the Defendant Boston Communications Group, Inc. and Cingular Wireless LLC in the amount of \$122,000,000.00, against the Defendants Boston Communications Group, Inc. and AT & T Wireless PCS in the amount of \$4,900,000.00, against the Defendants Boston Communications Group, Inc. and CMT Partners in the amount of \$925,000.00, and against the Defendants Boston Communications Group, Inc. and Western Wireless Corporation in the amount of \$200,000.00, plus interest and costs.

SO ORDERED.

/s/ Edward F. Harrington  
EDWARD F. HARRINGTON  
United States Senior District Judge

# **Exhibit 5**



**UNITED STATES DISTRICT COURT  
DISTRICT OF MASSACHUSETTS**

\*\*\*\*\*

FREEDOM WIRELESS, INC.,  
Plaintiff

v.

CIVIL ACTION NO.:  
00-12234-EFH

BOSTON COMMUNICATIONS GROUP,  
INC., ET AL.,  
Defendants.

\*\*\*\*\*

**ORDER REGARDING MOTION FOR  
ATTORNEYS FEES AND ENHANCED DAMAGES**

October 13, 2005

HARRINGTON, S.D.J.

The Court denies Plaintiff Freedom Wireless, Inc.'s Motion for Attorneys Fees.

The Court also denies Plaintiff Freedom Wireless, Inc.'s Motion for Enhanced Damages.

The Court declines to exercise its discretion to award enhanced damages against Defendant Boston Communications Group, Inc. Although the Court considers that the evidence fully supports the jury's finding that the Defendant Boston Communications Group, Inc., willfully infringed plaintiff's patents, it is the Court's judgment that the jury verdict constitutes a fair, reasonable and just compensation for such willful infringement of said patents by the Defendant Boston Communications Group, Inc.

SO ORDERED.

/s/ Edward F. Harrington  
EDWARD F. HARRINGTON  
United States Senior District Judge

# **Exhibit 6**

UNITED STATES DISTRICT COURT  
FOR THE DISTRICT OF MASSACHUSETTS

FREEDOM WIRELESS, INC.,

Plaintiff,

v.

BOSTON COMMUNICATIONS GROUP,  
INC., et al.,

Defendants.

CIVIL ACTION No. 00-CV-12234-EFH

**DEFENDANT BOSTON COMMUNICATIONS' NOTICE OF APPEAL  
TO THE UNITED STATES COURT OF APPEALS  
FOR THE FEDERAL CIRCUIT**

Notice is hereby given that defendant Boston Communications Inc. hereby appeals to the United States Court of Appeals for the Federal Circuit from the following:

the Court's order, entered February 25, 2002, granting Freedom's motion for a protective order to preserve the privileged status of documents sought by the subpoena on Litigation Risk Management, Inc, granting Litigation Risk Management, Inc.'s motion to quash, and denying Boston Communications' motion for *in camera* inspection of Litigation Risk Management's Documents;

the Court's order, entered February 25, 2002, denying Boston Communications' motion to compel production and for *in camera* review of patent prosecution documents;

the Court's Order, entered July 29, 2002, and its Memorandum, dated August 19, 2002, denying Boston Communications' motion for summary judgment based on lack of standing and the Court's rulings at trial, including the rulings on March 4, 2005 and on April 26, 2005, indicating that the Court had determined that plaintiff had standing;

the Court's Order, dated April 23, 2003, and its Memorandum and Order, dated April 23, 2003, construing certain terms in U.S. Patent No. 5,722,067 and U.S. Patent No. 6,157,823, and



its Order, entered August 14, 2003, denying defendants' motion for reconsideration of the April 23, 2003 Order and the April 23, 2003 Memorandum and Order;

the Court's Order, dated August 5, 2004, denying (a) Boston Communications' motion for partial summary judgment of non-infringement, (b) Boston Communications' motion for partial summary judgment of invalidity, (c) Airtouch Communications, Inc.'s motion for summary judgment of non-infringement; and (d) Cellco Partnership, Bell Atlantic Mobile, Inc. and Airtouch Communications, Inc.'s motion for summary judgment of patent unenforceability due to inequitable conduct;

the Court's Order, dated October 1, 2004, denying in part defendants' motion to compel discovery relating to Freedom's decision to withhold prior art from PTO;

the Court's Order, entered December 9, 2004, denying Boston Communications' motion to compel Freedom to produce documents with respect to pending patent applications;

the Court's Order, dated April 27, 2005, granting Freedom's motion for clarification;

the Court's Order, dated May 10, 2005, construing the terms "ANI" and "cause" and granting Freedom's motion for judgment as a matter of law regarding the on-sale bar of 35 U.S.C. § 102(b), Freedom's motion for judgment as a matter of law that Freedom's patents are not anticipated or rendered obvious by Cominex's letters, and Freedom's motion for judgment as a matter of law that Freedom's patents are not invalid (1) for indefiniteness, (2) for failure to set forth best mode, (3) for failure to enable, (4) because they were allegedly derived, or (5) for inadequate written description of outbound claims;

the Court's rulings, on May 12, 2005 and May 13, 2005, overruling defendants' objections to the jury instructions and denying defendants' request to give their proposed jury instructions;

the Judgment, entered September 1, 2005;

the Court's Findings of Fact and Conclusions of Law, dated September 1, 2005, finding that the patents-in-suit were not obtained by inequitable conduct;

the Court's Order, dated September 1, 2005, denying defendants' motion for remittitur and, in the alternative, motion for a new trial with respect to damages, and the Court's Order, dated September 27, 2005, denying defendants' motion for reconsideration of the September 1, 2005 Order;

the Court's Order for Permanent Injunctive Relief Pursuant to 35 U.S.C. § 283, dated October 12, 2005;

the Court's Order for Award of Costs, dated October 12, 2005;

the Court's Order for Award of Prejudgment Interest, dated October 12, 2005;

the Court's Order, dated October 13, 2005, granting Freedom's motion for an accounting;

the Court's Order, dated October 18, 2005, denying Boston Communications' and Western Wireless's renewed motion for judgment as a matter of law or for new trial;

the Court's Order, dated October 19, 2005, denying defendants' renewed motion for judgment as a matter of law or for new trial;

and any other orders underlying the Judgment against defendants.

Boston Communications encloses a check in the amount of \$255, to cover the \$250 fee specified in the revised Miscellaneous Fee Schedule, and the \$5.00 fee required by 28 U.S.C. § 1917.

October 20, 2005

Respectfully submitted,

DEFENDANT BOSTON COMMUNICATIONS  
INC.,

By its attorneys,



Michael B. Keating (BBO # 263360)

Philip C. Swain (BBO # 544632)

FOLEY HOAG LLP

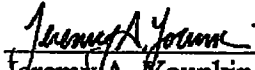
155 Seaport Boulevard

Boston, MA 02110

(617) 832-1000

**Certificate of Service**

I certify that I have caused the attached document to be served by hand on Paul Ware of Goodwin Procter LLP, counsel for plaintiff, by facsimile and by Federal Express on A. William Urquhart of Quinn Emanuel Urquhart Oliver & Hedges, LLP, counsel for plaintiff, and by email on counsel for all other parties, on October 20, 2005.

  
\_\_\_\_\_  
Jeremy A. Yonkin



# **Exhibit 7**

SECURITIES AND EXCHANGE COMMISSION  
Washington, D.C. 10549  
FORM 10-Q

☒ Quarterly report pursuant to Section 13 or 15(d) of the  
Securities Exchange Act of 1934

For the quarterly period ended June 30, 2002  
or

☐ Transition report pursuant to Section 13 or 15(d) of the Securities  
Exchange Act of 1934

Commission file number: 0-28432

Boston Communications Group, Inc  
(Exact name of registrant as specified in its charter)

Massachusetts 04-3026859  
(State or other jurisdiction of (I.R.S. Employer Identification No.)  
incorporation or organization)

100 Sylvan Road, Woburn, Massachusetts 01801  
(Address of principal executive offices  
Registrant's telephone number, including area code: (781)904-5000

-----  
(Former name, former address, former fiscal year, if changed since last report)

Indicate by check mark whether the registrant (1) has filed all reports required to be filed by Section 13 or 15(d) of the Securities Exchange Act of 1934 during the preceding 12 months (or for such shorter period that the registrant was required to file such reports), and (2) has been subject to such filing requirements for the past 90 days.

Yes ☒ No ☐

Indicate the number of shares outstanding of each of the issuer's classes of common stock as of the latest practicable date.

As of August 1, 2002, the Company had outstanding 17,340,292 shares of common stock, \$.01 par value per share.

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PART I. FINANCIAL INFORMATION:

Item 1. Financial Statements (Unaudited)

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Certain Factors That May Affect Future Results

Item 3. Quantitative and Qualitative Disclosures About Market Risk

PART II. OTHER INFORMATION:

Item 1. Legal Proceedings

Item 4. Submission of Matters to a Vote of Security Holders

Item 6. Exhibits and Reports on Form 8-K

This Quarterly Report contains forward-looking statements that involve risks and uncertainties, including without limitation, statements regarding the expected increase in subscriber base, average minutes of use (MOU) and Prepaid Wireless Services revenues, increase in MOUs resulting in increased volume discounts for carriers, leveraging fixed costs to yield higher Prepaid Wireless Services gross margins in 2002, reduction of unregistered roaming revenues, engineering, research and development, sales and marketing, general and administrative and depreciation and amortization expenses, the increase of days sales outstanding (DSO) and the source of funds for capital investments. The Company's actual results may differ significantly from the results discussed in the forward-looking statements.

Any statements contained herein that are not statements of historical fact may be deemed to be forward-looking statements. Without limiting the foregoing, the words "believes," "anticipates," "plans," "expects," "intends," and similar expressions are intended to identify forward-looking statements, although not all forward-looking statements contain these words.

There are a number of important factors that could cause actual events or the Company's actual results to differ materially from those indicated by such forward-looking statements. These factors include, without limitation, those set forth under the captions "Management's Discussion and Analysis of Financial Condition and Results of Operations", "Certain Factors That May Affect Future Results" and "Quantitative and Qualitative Disclosures About Market Risk" of this Quarterly Report on Form 10-Q. The factors discussed herein do not reflect the potential future impact of any mergers, acquisitions or dispositions. The Company does not assume any obligation to update any forward-looking statements made herein.



-----  
 -----  
 Net cash provided by (used in) financing activities  
 -----  
 -----

-----  
 -----  
 Increase (decrease) in cash and cash equivalents  
 Cash and cash equivalents at beginning of period  
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 -----

-----  
 -----  
 Cash and cash equivalents at end of period  
 -----  
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See accompanying notes.

</TABLE>

<PAGE>

## NOTES TO CONSOLIDATED FINANCIAL STATEMENTS

### 1. Basis of Presentation

The accompanying unaudited financial statements have been prepared in accordance with generally accepted accounting principles for interim financial information and with the instructions to Form 10-Q and Article 10 of Regulation S-X. Accordingly, they do not include all of the information and footnotes required by generally accepted accounting principles for complete financial statements. In the opinion of management, all adjustments (consisting of normal recurring accruals) considered necessary for a fair presentation have been included. Operating results for the three and six-month periods ended June 30, 2002 are not necessarily indicative of the results that may be expected for the year ending December 31, 2002.

The balance sheet at December 31, 2001 has been derived from the audited financial statements at that date, but does not include all of the information and footnotes required by generally accepted accounting principles for complete financial statements.

For further information, refer to the consolidated financial statements and footnotes thereto included in the Company's annual report on Form 10-K for the year ended December 31, 2001.

### 2. Special Charges

In the fourth quarter of 2000, the third quarter of 2001 and the first quarter of 2002, the Company recorded special charges of \$2.6 million, \$3.6 million and \$3.3 million, respectively, principally to accrue for legal expenses estimated by the Company's outside counsel to be incurred in the defense of a patent infringement suit brought by Freedom Wireless. There can be no assurances that the Company's expenses to defend the Freedom Wireless suit will not exceed the Company's estimate. The Company believes that the claims made by Freedom Wireless are without merit and is vigorously defending the action. The components of the legal charges and payments are as follows (in thousands):

<TABLE>

Initial		Additional
charges	Payments 12/31/00	charges Payment

counsel to represent it. At this stage it is not possible to determine whether there is a valid claim for indemnification, or the likely outcome of such claim.

On July 26, 2002, a carrier customer sent a letter to the Company notifying the Company of the pendency of a lawsuit by one Philip S. Jackson against the carrier customer and seven other companies in the United States District Court for the Northern District of Illinois, alleging patent infringement by the defendants, in using, selling or offering to sell automated interactive telephone systems, voice messaging services or answering devices. The letter asserts that the Company must indemnify the carrier customer to the extent any of the claims in the complaint may relate to the services provided by the Company to the carrier customer pursuant to the Prepaid Wireless Calling Service Agreement and any other agreements between the carrier customer and the Company. The suit seeks damages in an unspecified amount. The Company is reviewing the matter. At this stage it is not possible to determine whether there is a valid claim for indemnification, or the likely outcome of such claim.

#### Item 4. Submission of Matters to a Vote of Security Holders

The Company held the 2002 Annual Meeting of Shareholders (the "Annual Meeting") on May 23, 2002. At the Annual Meeting, the following actions were taken:

1. The shareholders elected Paul J. Tobin, Brian E. Boyle and E.Y. Snowden as Class III Directors of the Company to serve three-year terms. The table below outlines the voting results:

	Number of Shares/Votes For	Withheld
Paul J. Tobin	14,231,148	1,528,703
Brian E. Boyle	14,212,429	1,529,422
E.Y. Snowden	14,212,678	1,529,173

In addition, Frederick J. von Mering, Paul R. Gudonis, Jerrold D. Adams, Gerald Segel and Rajendra Singh are continuing directors of the Company.

2. The shareholders ratified the appointment of Ernst & Young LLP as the Company's independent auditors by a vote of 14,391,524 shares of Common Stock for, 1,348,044 shares of Common Stock against and 2,283 shares of Common Stock abstained.

#### Item 6. Exhibits and Reports on Form 8-K

##### a) Exhibits

NONE

##### b) Reports on Form 8-K

NONE

#### SIGNATURES

Pursuant to the requirements of the Securities Exchange Act of 1934, the registrant has duly caused this report to be signed on its behalf by the undersigned, thereunto duly authorized.

Boston Communications Group, Inc.  
(Registrant)

Date: August 14, 2002

By: /s/ Karen A. Walker  
Karen A. Walker  
Vice President, Financial  
Administration and Chief  
Financial Officer

(Principal Financial and Accounting  
Officer and Duly Authorized  
Officer)

STATEMENT PURSUANT TO 18 U.S.C.ss.1350

Pursuant to 18 U.S.C. ss.1350, each of the undersigned certifies that this Quarterly Report on Form 10-Q for the period ended June 30, 2002 fully complies with the requirements of Section 13(a) or 15(d) of the Securities Exchange Act of 1934 and that the information contained in this report fairly presents, in all material respects, the financial condition and results of operations of Boston Communications Group, Inc.

Date: August 14, 2002

/s/ E. Y. Snowden  
E.Y. Snowden  
Chief Executive Officer

Date: August 14, 2002

/s/ Karen A. Walker  
Karen A. Walker, Vice President,  
Financial Administration and Chief  
Financial Officer



# **Exhibit 8**

**BCGI**  
**Third Quarter 2002 Earnings Conference Call**  
**Leader, E. Y. Snowden**  
**ID #5417505**  
**10/22/02**

**Date of Transcription: October 24, 2002**

**BCGI**  
**ID #5417505**

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Operator:

Good afternoon. My name is Christie and I will be your conference facilitator. At this time I would like to welcome everyone to the Boston Communications Group 2002 Third Quarter Earnings Conference Call. All lines have been placed on mute to prevent any background noise.

After the speakers' remarks, there will be a question and answer period. If you would like to ask a question during this time, simply press star, then the number one on your telephone keypad. If you would like to withdraw your question, press star, then the number two on your telephone keypad. I would now like to turn the call over to Mr. Peter Seltzberg [PHONETIC]. Sir, you may begin your conference.

Mr. Seltzberg:

Thanks. Good afternoon everyone. And again, thanks for joining us today for BCGI's Third Quarter 2002 Conference Call. By now you should have had a chance to view today's press release, but if anyone still needs a copy, please call Rob Hyman at 212-445-8000 and request a fax or e-mail. Alternatively, view and download it at Boston Communication's corporate website, [www.bcgi.net](http://www.bcgi.net), at the end of the call.

On the line with us today are E.Y. Snowden, President and CEO, and Karen Walker, Chief Financial Officer of Boston Communications Group.

Please note that management is happy to speak privately with investors and analysts regarding overall strategy, industry trends, historical issues, however, more specific questions regarding updates on financial guidance or other material information will only be discussed in widely disseminated press releases or via open conference calls such as the one being held today.

I would also like to caution everyone that today's call discusses Boston Communication Group's business outlook, and may contain forward-looking statements. Particular forward-looking statements and all of the statements that may be made on this earnings call that are not historical facts are subject to a number of risks and uncertainties, and actual results may differ materially. Please refer to the Safe Harbor statement in today's press release and all filings with the SEC for more information on facts that could cause actual results to differ.



BCGI  
ID #5417505

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revenue contributions for payment services since although we have already had success, we expect that it will take time for revenue to ramp. However, since payment services leverages much of our existing infrastructure, this is a relatively small investment for what we expect will be a sizable future revenue and income opportunity.

Not reflected in our pro forma guidance for Q4 and 2003 is our new accounting treatment for the Freedom Wireless legal costs. As we mentioned in today's release, because of additional unforeseen delays in the discovery timeframe for the Freedom Wireless <sup>lawsuit</sup> offshoot, and the entry of the district court scheduling order which detailed the timeline for discovery and summary judgment motions, we have changed the manner which we accrue for these legal costs going forward. This new treatment does not reflect any change in our position on the case, and we remain confident that we do not infringe on the Freedom Wireless patents, and that the patents are invalid in light of prior art. Because the continued delays in the discovery timeframe have resulted in legal costs that have proven to be very difficult to reasonably estimate, we will account for Freedom Wireless legal costs as they are incurred, rather than accruing the entire amount when they are probable and reasonably estimable. This change had no impact on the third quarter, however, beginning in the fourth quarter of 2002, we expect to generate quarterly after-tax charges of approximately three cents per share for these legal costs until the matter is resolved. These costs will be separately identified in our financial statement. We have also arrived at revised terms with our outside counsel which should provide us greater assurance that the costs to defend our case do not differ materially from our estimates going forward.

E.Y. has talked to you today about the many exciting new opportunities for our business going forward and our overall strength in the marketplace. Signing on Nextel, the fifth largest carrier in the U.S., the renewal of our contract with Cincinnati Bell Wireless, and our continued success with our prepaid connection products are all testimony to our strength, and will be positively reflected in our future financial performance.

We have also stated that our competitive position has never been stronger and our pipeline is sound, supporting our confidence in

BCGI  
ID #5417505

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additional details on what you expect to happen over the next few months, and maybe a little bit more on the discovery situation.

Ms. Walker:

As I mentioned in my notes and in the press release as well, based on the new timeline, our discovery is still not complete. And we had originally expected that we would get the summary judgment by the end of this year, and it looks like it's going to be more about the end of Q2 – in that timeframe. So that's the primary reason for the increased costs. And again, I can't reiterate enough that our counsel and we feel very strong about our case, and our position has not changed one bit in that regard.

Steve:

Okay. And second, are there any details you can give us on short text messaging and its popularity with Free-Up and other prepaid plan subscribers?

Mr. Snowden:

Well, I can't without our good carrier customers having delivered public information on this regard. But I think we've highlighted before that indeed the teen-oriented services are certainly doing more than the General Services of America, but until they break out that data, we can't talk about it specifically.

Steve:

Okay. Thanks very much.

Operator:

Your next question comes from the line of Greg Gorbichenko of Luce Capital Markets.

Mr. Gorbichenko:

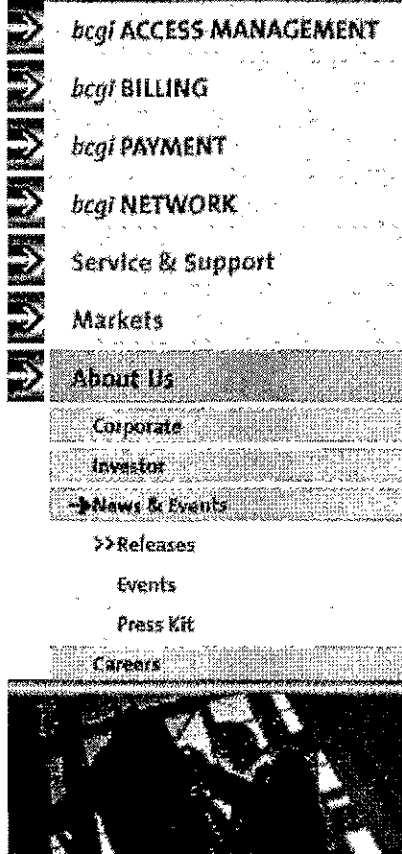
Hi, guys. How are you doing? I got a bunch of questions, but I'm sure I won't get them all in, so I'll just jump off with the biggest ones first. I was kind of excited about PCS and what's going on there with the ASL. It seems like there could be a big opportunity for you guys because I know for a fact that they're going to be de-emphasizing the ASL program due to lack of success. So you've got a third of their subscribers, which could be about five million that are going to need a home somewhere if they want service. Have you guys thought about that at all? Is that baked into any guidance? Have you had any discussions there? And then I've got a follow-up. Thanks.

Mr. Snowden:

Well, sure we thought about it two ways, Greg. I think first is the indirect effect that by being a less aggressive competitor, our good carrier customers are doing more and getting more successful

# **Exhibit 9**



**bcgi ABOUT US**

## Press: Releases

## Investor Alert

**BOSTON COMMUNICATIONS GROUP REPORTS THIRD QUARTER EARNINGS INCR**

- Earnings of \$0.09 per share, up 51% from the third quarter of 2001 on a pro forma basis
- Signed multi-year contract with Nextel, *bcbi's* third Prepaid Wireless customer, to provide Prepaid Wireless services to national carriers
- Renewed its contract with Cincinnati Bell Wireless to provide Prepaid Wireless services to Bell Mobility Commerce Payment Services
- Signed a definitive agreement to acquire the assets of Infotech Solutions Canada, a provider of a suite of solutions for handling all aspects of postpaid, prepaid and hybrid wireless services management
- Added 230,000 net new prepaid subscribers, bringing the total to 2.41 million as of December 31, 2002
- Increasing fourth quarter 2002 guidance to \$0.11 to \$0.13 per share, on a pro forma basis, excluding legal costs in connection with the Freedom Wireless suit of \$0.02 per share

**Woburn, MA - October 22, 2002** - Boston Communications Group, Inc. (Nasdaq: BCGI) today announced for the third quarter ended September 30, 2002 was \$1.5 million, or \$0.09 per share, compared to a net loss of \$0.09 per share for the third quarter of 2001 and an increase of 51% over pro forma net income of \$1.0 million in the third quarter of 2001. The third quarter of 2002 results were ahead of the \$0.08 per share net income in the previous quarter and at the high end of the third quarter guidance *bcbi* issued for the third quarter. Total revenues for the third quarter of 2002 were \$17.5 million, or \$1.09 per share, compared to \$16.5 million, or \$1.00 per share, for the third quarter of 2001. Total revenues for the third quarter of 2002 were \$17.5 million, or \$1.09 per share, compared to \$16.5 million, or \$1.00 per share, for the third quarter of 2001. *bcbi* is strong with \$54 million in cash. Working capital is \$57 million as of September 30, 2002, a \$3 million increase over the third quarter of 2001.

## Prepaid Wireless Services

*bcbi* generated record Prepaid Wireless revenues of \$14.5 million, a 30% increase over the third quarter increase over the previous quarter. Average billed minutes of use (MoUs) per subscriber of 95 minute consistent with the second quarter, principally because of a higher proportion of subscribers being added the quarter as well as the seasonality of wireless in the typically slower third quarter. The leverage of the Prepaid Wireless business model helped increase gross margins to 72%, an increase over 69% 2001 and consistent with the second quarter of 2002. *bcbi* added 230,000 net prepaid subscribers during the quarter with Company guidance.

## Customer Acquisitions Confirm *bcqi's* Leadership Position

*bcqi* recently signed Prepaid Wireless contracts with Nextel Communications, Inc. (NASDAQ: NXTL) and

Prepaid Connection<sup>SM</sup> customers and renewed its contract with Cincinnati Bell Wireless. Nextel, in as founders of the BOOST Mobile<sup>TM</sup> brand, announced the September launch of its pay-as-you-go, feature-rich mobile service in California and Nevada. BOOST Mobile is a lifestyle-based telecommunications brand that will exclusively serve the market in the United States using the all-digital Nextel(R) National Network. *bcgi* Prepaid Wireless service enhances features of BOOST Mobile's offering, including BOOST 2WAY<sup>®</sup> digital walkie-talkie service, web access, 2-way text messaging, directory assisted call completion, caller ID and voicemail service. SELFcare capabilities allow BOOST Mobile subscribers online access to their account information any time.

The three new Prepaid Connection customers include East Kentucky Network, LLC d/b/a Appalachia; Prestonsburg, Ky.; Cellular 29 Plus and Lyrrix Wireless, both based in Southwest Iowa.

Cincinnati Bell Wireless, a wholly owned subsidiary of Broadwing, Inc. (NYSE: BRW), extended its co-branding agreement with *bcgi* Mobile Commerce Payment Services (MCPS). These offerings power Cincinnati Bell's initiative, targeting youth subscribers.

"*bcgi* is delivering on the results we have promised to our shareholders. We continue to believe that our relationship with Cincinnati Bell Wireless, support our assertion that our proven real-time transaction processing is unsurpassed in the marketplace. The renewal of Cincinnati Bell's MCPS further demonstrates the success of our Services offerings," commented E.Y. Snowden, President & Chief Executive Officer.

#### Acquisition of Infotech Solutions Corporation

*bcgi* recently announced that it signed a definitive agreement to acquire the assets of Infotech Solutions, a privately held provider of billing software solutions for the wireless marketplace. Infotech will enable *bcgi* to provide solutions to wireless carriers for handling all aspects of postpaid, prepaid and hybrid subscriber management, comprehensive point-of-sale capabilities, inventory management, real-time transaction processing for Commerce, proactive voice messaging, Web-based customer care, and payment processing. Whether legacy software or implemented end-to-end, this suite of solutions will empower carriers to attract, retain and value subscribers while lowering the cost of customer care, payment processing and churn.

#### Freedom Wireless Update

Due to additional unforeseen delays in the discovery timeframe for the Freedom Wireless lawsuit and Court's Scheduling Order that details the timeline for discovery and summary judgment motions which September 26, 2002, *bcgi* has changed the manner which it accrues for legal costs related to the Freedom Wireless lawsuit. *bcgi* remains confident that it does not infringe the Freedom Wireless patents and that the cost of litigation is very difficult to reasonably estimate, *bcgi* will account for Freedom Wireless legal costs as incurred rather than the entire amount when probable and estimable. This change had no impact on the third quarter however, in the fourth quarter of 2002, *bcgi* expects to generate quarterly after tax charges of \$0.02-\$0.03 per share per quarter associated with the Freedom Wireless suit. "This change does not reflect any change in our position or our ability to continue to vigorously defend against Freedom Wireless' unwarranted claims and to prosecute our own claims against Freedom Wireless and its patents. In addition, we have arrived at revised terms with our outside counsel regarding the *bcgi* greater assurance that the costs to defend this case do not differ materially from our estimates given by E. Y. Snowden.

#### Outlook

As a result of continued success year-to-date and the incremental growth that *bcgi* expects from new customers, *bcgi* is raising its pro forma earnings estimates for the full year 2002 to between \$0.31 and \$0.33 per share and fourth quarter earnings estimates of \$0.11 to \$0.13 per share and excludes legal costs associated with the lawsuit. In addition, *bcgi* expects annual 2003 earnings of between \$0.60-\$0.70 per share, before Freedom Wireless legal costs. Commented E. Y. Snowden, "Our strong quarterly results demonstrate several material successes in our strategy and we remain committed to delivering increased shareholder value. The addition of new carriers as *bcgi* customers, as well as the reaffirmation of Cincinnati Bell Wireless' commitment to *bcgi* competitive strength. Our prospects for new customer acquisition have never been better, and we remain confident in our ability to bring on additional significant business. Furthermore, our recent acquisition of Infotech Solutions will provide integrated subscriber management, billing and payment solutions and position *bcgi* to integrate these services into a broader, compelling suite of products to wireless carriers."

*bcgi* will be holding a conference call and Webcast at 5:00 PM today to discuss its second quarter results and CEO, E.Y. Snowden, and Chief Financial Officer, Karen A. Walker, will host the call. Parties interested in the call should dial 1-800-423-5972 at least 10 minutes prior to the start of the call. The conference call can be accessed via the web at [www.bcgi.net](http://www.bcgi.net). For those unable to participate at the designated time, a replay of the call will be available following the call via telephone at 1-800-642-1687 (conf id 5417505) and the web at [www.bcgi.net](http://www.bcgi.net).

## ABOUT THE COMPANY

Boston Communications Group, Inc. (NASDAQ: BCGI), an S&P Small Cap company and Russell 2000 Index company, is a leader in transaction processing, real-time wireless subscriber management, payment services, billing and customer support. Through these solutions, bcgi delivers prepaid wireless, ATM recharge, mobile phone and other payment services. Founded in 1988, bcgi provides solutions to carriers through a combination of industry-leading proprietary software applications, a highly scalable transaction processing platform, and its Intelligent Voice Services Network (IVSN). Through its real-time infrastructure, bcgi provides one or more of its services to approximately 100 carriers and resellers, including five of the top six national carriers. bcgi's software, transaction processing platform and IVSN make up bcgi's Prepaid Wireless service offering. bcgi is a leader in one of the highest growth segments of the wireless communication industry. bcgi handles approximately 2.9 billion minutes of service a year. Please visit the Internet at <http://www.bcgi.net>.

### CAUTIONARY STATEMENT REGARDING FORWARD-LOOKING STATEMENTS

This press release contains, in addition to historical information, forward-looking statements and uncertainties, including statements regarding *bcgi's* earnings estimates, estimated legal costs from the Freedom Wireless lawsuit, the integration of Infotech Solutions and prospects for new customers. These statements are based on management's current expectations and are subject to a number of risks that could cause actual results to differ materially from those described in the forward-looking statements. Among the important factors that would cause actual results to differ materially from those described in the forward-looking statements are an unfavorable judgment in the Freedom Wireless lawsuit which could result in substantial damages and could significantly restrict *bcgi's* ability to conduct business, expenses incurred in the Freedom Wireless suit in excess of *bcgi's* estimates, outages in *bcgi's* Prepaid Wireless Services Network (IVSN) and transaction processing platform, the adverse impact that financial difficulties of *bcgi's* customers may have on *bcgi's* future revenues and financial and operating results, a number of new subscribers added to *bcgi's* prepaid service and the speed at which they are generated by subscribers, declines in demand for *bcgi's* Prepaid Wireless Services, *bcgi's* dependence on a limited number of customers in the wireless telecommunications business, dependence on a limited number of customers in the telecommunications industry and other markets in which *bcgi* does business, the inability of *bcgi* to close the Infotech Solutions acquisition, difficulties in the integration of Infotech Solutions, uncertainties associated with *bcgi's* ability to develop new products, services and technologies, general global economic conditions and the risk factors detailed in *bcgi's* Form 10-K for the year ended June 30, 2002 and Form 10-K for the year ended December 31, 2001 filed with the Securities and Exchange Commission.

*bcgi* provides pro forma net income and pro forma net income per share data as additional operating results. These measures are not in accordance with, or an alternative for, generally accepted accounting principles and may be different from pro forma measures used by other companies.

<p><b>Company Contact:</b></p>   <p>Dan Brosnan</p> <p>Investor Relations - <i>bcgi</i></p> <p>(781) 904-5410</p>	<p>FRB\Weber Shandwick NY:</p>   <p>Alison Ziegler, General Inquiry 8432</p> <p>Peter Seltzberg, Investor Inquiries (781) 904-5410</p>
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email: [dbrosnan@bcgi.net](mailto:dbrosnan@bcgi.net)

**BOSTON COMMUNICATIONS GROUP, INC. AND SUBSIDIARIES**

**CONSOLIDATED STATEMENTS OF OPERATIONS**

(In thousands, except per share amounts)

	Three Months Ended		
	<u>9/30/02</u>	<u>9/30/01</u>	<u>9/30/00</u>
		(Unaudited)	
<b>Revenues:</b>			
Prepaid wireless services	\$14,522	\$11,169	\$4,169
Roaming services	1,743	3,109	3,109
Prepaid systems	3,148	1,690	1,690
Eliminations	<u>(2,087)</u>	<u>(81)</u>	<u>(3)</u>
	17,326	15,887	4,169
<b>Expenses:</b>			
Cost of prepaid wireless services	4,134	3,458	1,690
Cost of roaming services revenues	1,674	2,556	2,556
Cost of prepaid wireless services - special charge	-	3,629	3,629
Cost of prepaid systems revenues	444	761	761
Engineering, research and development	2,286	1,794	1,794
Sales and marketing	976	905	905
General and administrative	<u>1,433</u>	<u>1,350</u>	<u>4,169</u>
	10,947	14,453	14,453
<b>Income before depreciation, amortization, interest and taxes</b>	6,379	1,434	1,434
Depreciation and amortization	4,255	3,936	3,936
Operating income (loss)	2,124	(2,502)	(2,502)
Interest income	402	546	546
Other expense - special charge	-	(894)	(894)
Income (loss) before income taxes	2,526	(2,850)	(2,850)
Provision (benefit) for income taxes	<u>1,010</u>	<u>(1,140)</u>	<u>(1,140)</u>
Net income (loss)	<u>\$1,516</u>	<u>(\$1,710)</u>	<u>\$1,516</u>
<b>Basic Income (Loss) Per Share:</b>			
Net income (loss) per common share	<u>\$0.09</u>	<u>(\$0.10)</u>	<u>\$0.09</u>
Shares used in computing basic net income (loss) per common share	-	-	-
	<u>17,080</u>	<u>17,112</u>	<u>17,112</u>
<b>Diluted Income (Loss) Per Share:</b>			
Net income (loss) per common share	<u>\$0.09</u>	<u>(\$0.10)</u>	<u>\$0.09</u>
Shares used in computing diluted net income (loss) per common share	-	-	-

17,518 17,112 1

## BOSTON COMMUNICATIONS GROUP, INC. AND SU

### PRO FORMA (1) CONSOLIDATED STATEMENTS OF OPERATIONS

(In thousands, except per share amounts)

	Pro Forma		
	Three Months Ended	9/30/01	Nil
	9/30/02	9/30/01	9/30/01
		(Unaudited)	
Revenues:			
Prepaid wireless services	\$14,522	\$11,169	\$4,353
Roaming services	1,743	3,109	1,366
Prepaid systems	3,148	1,690	1,458
Eliminations	(2,087)	(81)	(3,168)
	17,326	15,887	4,003
Expenses:			
Cost of prepaid wireless services	4,134	3,458	1,676
Cost of roaming services revenues	1,674	2,556	882
Cost of prepaid systems revenues	444	761	317
Engineering, research and development	2,286	1,794	1,000
Sales and marketing	976	905	471
General and administrative	1,433	1,350	704
	10,947	10,824	5,040
Income before depreciation, amortization, interest and taxes	6,379	5,063	2,963
Depreciation and amortization	4,255	3,936	2,027
Operating income	2,124	1,127	936
Interest income	402	546	284
Income before income taxes	2,526	1,673	1,220
Provision for income taxes	1,010	669	399
Net income	1,516	1,004	821
Diluted Income Per Share:			
Net income per common share	\$0.09	\$0.06	\$0.05
Shares used in computing net income per common share	17,518	17,957	16,400

Notes to Pro Forma Consolidated Statements of Operations:

(1) The above pro forma consolidated statements of operations exclude the effects of the

For the nine months ended September 30, 2002, a special pre-tax charge of \$3.3 million that represents the estimated fees *bcgi* will incur to defend the patent infringement suit t Wireless.

For the three and nine months ended September 30, 2001, special charges of \$3.6 millio most of which represents the estimated fees *bcgi* will incur to defend the patent infringer Freedom Wireless, and \$894,000 primarily for the write-off of a cost-based, minority owr

## BOSTON COMMUNICATIONS GROUP, INC. AND SU

### GAAP TO PRO FORMA CONSOLIDATED STATEMENT OPERATIONS RECONCILIATION

(In thousands, except per share amounts)

	Nine Months Ended 2002	
		(Unaudit Profor adjustme
	GAAP	
Revenues:		
Prepaid wireless services	\$40,982	
Roaming services	5,017	
Prepaid systems	7,438	
Eliminations	(3,697)	—
	49,740	
Expenses:		
Cost of prepaid wireless services revenues	12,095	
Cost of roaming services revenues	4,715	
Cost of prepaid wireless services - special		
charge	3,297	
Cost of prepaid systems revenues	1,735	
Engineering, research and development	6,363	
Sales and marketing	3,082	
General and administrative	4,374	—
	35,661	—
Income before depreciation, amortization, interest and taxes		
	14,079	—
Depreciation and amortization	12,876	—
Operating income	1,203	—
Interest income	1,214	—
Income before income taxes	2,417	—
Provision for income taxes	966	—
Net income	\$1,451	\$1



<u>Diluted Income Per Share:</u>	-
Net income per common share	<u>\$0.08</u>
Shares used in computing net income per common share	<u>17,499</u>

(1) Results for the nine months ended September 30, 2002 exclude a special pre-tax charge for legal expenses, which represents the estimated fees bcgi will incur to defend the patent infringement claim brought by Freedom Wireless.

## BOSTON COMMUNICATIONS GROUP, INC. AND SUBSIDIARIES

### GAAP TO PRO FORMA CONSOLIDATED STATEMENTS OF OPERATIONS RECONCILIATION

(In thousands, except per share amounts)

	Three Months Ended 2001	
		(Unaudited Pro Forma adjustments)
	GAAP	
Revenues:		
Prepaid wireless services	\$11,169	
Roaming services	3,109	
Prepaid systems	1,690	
Eliminations	<u>(81)</u>	-
	15,887	
Expenses:		
Cost of prepaid wireless services revenues	3,458	
Cost of roaming services revenues	2,556	
Cost of prepaid wireless services - special charge	3,629	
Cost of prepaid systems revenues	761	
Engineering, research and development	1,794	
Sales and marketing	905	
General and administrative	<u>1,350</u>	-
	<u>14,453</u>	-
Income before depreciation, amortization, interest and taxes		
	1,434	:
Depreciation and amortization	<u>3,936</u>	-
Operating income (loss)	(2,502)	:
Interest income	546	
Other expense - special charge	<u>(894)</u>	

Income (loss) before income taxes	(2,850)	
Provision (benefit) for income taxes	<u>(1,140)</u>	
Net income (loss)	<u>(\$1,710)</u>	<u>\$2</u>
<b>Diluted Income Per Share:</b>		
Net income per common share	<u>(\$0.10)</u>	
Shares used in computing net income per common share	<u>17,112</u>	

(1) Results for the three months ended September 30, 2001 exclude a special charge of expenses, most of which represents the estimated fees *bcgi* will incur to defend the patent brought by Freedom Wireless, and \$894,000 primarily for the write-off of a cost-based, r investment.

## BOSTON COMMUNICATIONS GROUP, INC. AND SU

### GAAP TO PRO FORMA CONSOLIDATED STATEMENT

### OPERATIONS RECONCILIATION

(In thousands, except per share amounts)

	Nine Months Ended 2001	
		(Unaudit Profor adjustme
	GAAP	
Revenues:		
Prepaid wireless services	\$37,636	
Roaming services	9,661	
Prepaid systems	5,919	
Eliminations	<u>(1,223)</u>	
	51,993	
Expenses:		
Cost of prepaid wireless services revenues	11,231	
Cost of roaming services revenues	8,213	
Cost of prepaid wireless services - special		
charge	3,629	
Cost of prepaid systems revenues	2,196	
Engineering, research and development	6,000	
Sales and marketing	3,445	
General and administrative	<u>4,687</u>	
	<u>39,401</u>	
Income before depreciation, amortization, interest and taxes		

	12,592	3
Depreciation and amortization	<u>11,756</u>	---
Operating income	836	3
Interest income	1,892	
Other expense - special charge	<u>(894)</u>	
Income before income taxes	1,834	
Provision for income taxes	<u>732</u>	---
Net income	<u>\$1,102</u>	<u>\$2</u>
<u>Diluted Income Per Share:</u>	---	
Net income per common share	<u>\$0.06</u>	
Shares used in computing net income per common share	<u>17,476</u>	

(1) Results for the nine months ended September 30, 2001 exclude a special charge of \$ expenses, most of which represents the estimated fees *bcgi* will incur to defend the patent brought by Freedom Wireless, and \$894,000 primarily for the write-off of a cost-based, non-investment.

#### SEGMENT INFORMATION

(\$ in thousands)

Quarter ended	Wireless	Roaming	Prepaid	
	Services	Services	Systems	Elim.
<u>September 30,</u>				
<u>2002</u>				
Revenues	<u>\$14,522</u>	<u>\$1,743</u>	<u>\$3,148</u>	<u>\$(2,011)</u>
Gross margin	<u>10,388</u>	<u>69</u>	<u>1,431</u>	<u>\$(811)</u>
Gross margin percentage	<u>72%</u>	<u>4%</u>	<u>45%</u>	
<u>2001</u>				
Revenues	<u>\$11,169</u>	<u>\$3,109</u>	<u>\$1,690</u>	<u>\$(1,111)</u>
Pro forma gross margin	<u>7,711</u>	<u>553</u>	<u>880</u>	<u>(1,111)</u>
Pro forma gross margin percentage	<u>--</u>	<u>--</u>	<u>--</u>	
	<u>69%</u>	<u>18%</u>	<u>52%</u>	

#### CONSOLIDATED BALANCE SHEET DATA

(in thousands)

## ASSETS

**September  
30,**



**2002**

(Unaudited)

Current assets:	
Cash and short-term investments	\$54,119
Accounts receivable, net of allowance for aging adjustments and	
doubtful accounts of \$882 in 2002 and \$1,169 in 2001	12,903
Inventory	845
Prepaid expenses and other assets	1,286
Deferred income taxes	<u>1,385</u>
Total current assets	70,538
Property and equipment, net	41,836
Goodwill and other assets	<u>1,839</u>
Total assets	<u>\$114,213</u>

**LIABILITIES AND SHAREHOLDERS' EQUITY**

Current liabilities:	
Accounts payable and accrued expenses	\$13,756
Current maturities of capital lease obligations	<u>-</u>
Total current liabilities	13,756
Deferred income taxes	3,040
Shareholders' equity:	
Common stock and additional paid-in capital	98,236
Accumulated deficit	<u>(819)</u>
Total shareholders' equity	<u>97,417</u>
Total liabilities and shareholders' equity	<u>\$114,213</u>

# **Exhibit 10**

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**SECURITIES AND EXCHANGE COMMISSION**  
Washington, D.C. 10549

**FORM 10-Q**

☒ Quarterly report pursuant to Section 13 or 15(d) of the Securities Exchange Act of 1934

For the quarterly period ended September 30, 2002

or

☐ Transition report pursuant to Section 13 or 15(d) of the Securities Exchange Act of 1934

Commission file number: 0-28432

**Boston Communications Group, Inc.**

(Exact name of registrant as specified in its charter)

**Massachusetts**  
(State or other jurisdiction of incorporation or organization)

**04-3026859**  
(I.R.S. Employer Identification No.)

**100 Sylvan Road, Woburn, Massachusetts 01801**  
(Address of principal executive offices)

Registrant's telephone number, including area code: (781)904-5000

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(Former name, former address, former fiscal year, if changed since last report)

Indicate by check mark whether the registrant (1) has filed all reports required to be filed by Section 13 or 15(d) of the Securities Exchange Act of 1934 during the preceding 12 months (or for such shorter period that the registrant was required to file such reports), and (2) has been subject to such filing requirements for the past 90 days.

Yes ☒ No ☐

Indicate the number of shares outstanding of each of the issuer's classes of common stock as of the latest practicable date.

As of October 21, 2002, the Company had outstanding 17,383,351 shares of common stock, \$.01 par value per share.



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This Quarterly Report contains forward-looking statements that involve risks and uncertainties, including without limitation, statements regarding the prepaid subscriber base, average billed minutes of use (MOU) and Prepaid Wireless Services revenues, after tax charges for legal costs associated with the Freedom Wireless suit, increase in MOUs resulting in increased volume discounts for carriers, leveraging fixed costs to yield higher Prepaid Wireless Services gross margins in 2002 and beyond, roaming revenues, engineering, research and development, sales and marketing, and depreciation and amortization expenses, general and administrative expenses and the source of funds for capital investments. The Company's actual results may differ significantly from the results discussed in the forward-looking statements.

Any statements contained herein that are not statements of historical fact may be deemed to be forward-looking statements. Without limiting the foregoing, the words "believes," "anticipates," "plans," "expects," "intends," and similar expressions are intended to identify forward-looking statements, although not all forward-looking statements contain these words.

There are a number of important factors that could cause actual events or the Company's actual results to differ materially from those indicated by such forward-looking statements. These factors include, without limitation, those set forth under the captions "Notes To Consolidated Financial Statements", "Management's Discussion and Analysis of Financial Condition and Results of Operations", "Certain Factors That May Affect Future Results" and "Quantitative and Qualitative Disclosures About Market Risk" in this Quarterly Report on Form 10-Q. The factors discussed herein do not reflect the potential future impact of any mergers, acquisitions or dispositions. The Company does not assume any obligation to update any forward-looking statements made herein.

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The Company adopted the new rules on accounting for goodwill in the first quarter of 2002. The Company has performed the first of the required impairment tests of goodwill and determined that its goodwill was not impaired upon the adoption of FAS 142. The Company will perform the annual impairment test in the fourth quarter. The goodwill is attributable to the Prepaid Wireless Services segment. The effect of no longer amortizing goodwill under FAS 142 is as follows:

(in 000's, except per share amounts)		Three months ended September 30, 2002		Nine months ended September 30, 2002	
		2002	2001	2002	2001
Reported net income (loss)		\$1,516	(\$ 1,710)	\$1,451	\$1,102
Goodwill amortization		—	151	—	453
Adjusted net income (loss)		1,445	(1,559)	1,451	1,555
<b>Basic earnings per share</b>					
Reported net income		0.09	(0.10)	0.08	0.06
Goodwill amortization		—	0.01	—	0.03
Adjusted net income		0.09	(0.09)	0.08	0.09
<b>Diluted earnings per share</b>					
Reported net income		0.09	(0.10)	0.08	0.06
Goodwill amortization		—	0.01	—	0.03
Adjusted net income		\$ 0.09	(\$ 0.09)	\$ 0.08	\$ 0.09

In June 2001, the FASB issued SFAS No. 143, "Accounting for Asset Retirement Obligations" (FAS 143), which addresses accounting and reporting for legal obligations associated with the retirement of tangible long-lived assets that result from acquisition, construction, development and (or) the normal operation of a long-lived asset, except for lease obligations. The Company is required to adopt FAS 143 in the first quarter of fiscal 2003. The impact of such adoption is not expected to be material to the Company's consolidated financial statements.

In July 2002, the FASB issued SFAS No. 146, "Accounting for Costs Associated with Exit or Disposal Activities" (FAS 146), which supercedes EITF 94-3, "Liability Recognition for Certain Employee Termination Benefits and Other Costs to Exit an Activity (including Certain Costs Incurred in a Restructuring)" and addresses financial accounting and reporting for costs associated with exit or disposal activities. Under this pronouncement, a liability for a cost associated with an exit or disposal activity must be recognized when the liability is incurred. Severance pay, in many cases, would be recognized over time rather than up front. If the benefit arrangement requires employees to render future service beyond a "minimum retention period," a liability should be recognized as employees render service over the future service period even if the benefit formula used to calculate an employee's termination benefit is based on length of service. The Company is required to adopt FAS 146 on December 31, 2002. The impact of such adoption is not expected to be material to the Company's consolidated financial statements.

## 6. Contingencies—Legal

In March 2000, Freedom Wireless, Inc. filed a suit against the Company and a number of wireless carriers. The suit alleges that the defendants infringe two patents held by Freedom Wireless, Inc. and seeks damages in an unspecified amount as well as injunctive relief, which could significantly restrict the Company's ability to conduct its business if the Company is found to have infringed the Freedom Wireless patents. In addition, the Company has an obligation to indemnify the other defendants for damages they may incur with respect to any infringement. The suit is currently in the discovery phase. The Company does not believe that it infringes these patents and believes that it has meritorious defenses to the action.

In the fourth quarter of 2000, the third quarter of 2001 and the first quarter of 2002, the Company recorded special charges of \$2.6 million, \$3.6 million and \$3.3 million, respectively, principally to accrue for legal expenses estimated by the Company's outside counsel to be incurred in the defense of the patent infringement suit brought by Freedom Wireless. However, due to the lengthy and unpredictable discovery process, which has made it difficult to reasonably estimate legal costs in the suit, the Company has decided to account for Freedom Wireless legal costs as incurred in the future rather than accrue the entire amount of such costs when they become probable. This accounting treatment had no impact on the third quarter of 2002. However, beginning in the fourth quarter of 2002, the Company expects to generate quarterly after tax charges of approximately \$550,000 per quarter for legal costs associated with the Freedom Wireless suit until it is resolved. There can be no assurances that the Company's expenses to defend the Freedom Wireless suit will not exceed the Company's estimate. If Freedom Wireless were to prevail in the case, the amount of the damages could be substantial and the Company's business, financial condition and results of operations would be materially adversely affected.

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of the claims in the complaint may relate to the services provided by the Company to the carrier customer pursuant to the Prepaid Wireless Calling Service Agreement and any other agreements between the carrier customer and the Company. The Company has engaged outside counsel to represent it. At this stage it is not possible to determine whether there is a valid claim for indemnification, or the likely outcome of such claim.

On July 26, 2002, a carrier customer sent a letter to the Company notifying the Company of the pendency of a lawsuit brought by Philip S. Jackson against the carrier customer and seven other companies in the United States District Court for the Northern District of Illinois. The suit alleges patent infringement by the defendants in using, selling or offering to sell automated interactive telephone systems, voice messaging services or answering devices. The letter asserts that the Company must indemnify the carrier customer to the extent any of the claims in the complaint relate to the services provided by the Company to the carrier customer pursuant to the Prepaid Wireless Calling Service Agreement and any other agreements between the carrier customer and the Company. The suit seeks damages in an unspecified amount. The Company has retained outside counsel. At this stage it is not possible to determine whether there is a valid claim for indemnification, or the likely outcome of such claim.

**Item 6. Exhibits and Reports on Form 8-K**

- a) Exhibits  
NONE
- b) Reports on Form 8-K  
NONE

**SIGNATURES**

Pursuant to the requirements of the Securities Exchange Act of 1934, the registrant has duly caused this report to be signed on its behalf by the undersigned, thereunto duly authorized.

Boston Communications Group, Inc.  
(Registrant)

Date: November 14, 2002

By: /s/ Karen A. Walker

Karen A. Walker  
Vice President, Financial Administration and Chief Financial Officer  
(Principal Financial and Accounting Officer and Duly Authorized Officer)

**STATEMENT PURSUANT TO 18 U.S.C. §1350**

Pursuant to 18 U.S.C. §1350, each of the undersigned certifies that this Quarterly Report on Form 10-Q for the period ended September 30, 2002 fully complies with the requirements of Section 13(a) or 15(d) of the Securities Exchange Act of 1934 and that the information contained in this report fairly presents, in all material respects, the financial condition and results of operations of Boston Communications Group, Inc.

Date: November 14, 2002

/s/ Edward H Snowden

Edward H. Snowden President and Chief Executive Officer

Date: November 14, 2002

/s/ Karen A. Walker

Karen A. Walker Vice President, Financial Administration and Chief Financial Officer



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CERTIFICATIONS

I, Edward H. Snowden, certify that:

1. I have reviewed this quarterly report on Form 10-Q of Boston Communications Group, Inc.;
2. Based on my knowledge, this quarterly report does not contain any untrue statement of a material fact or omit to state a material fact necessary to make the statements made, in light of the circumstances under which such statements were made, not misleading with respect to the period covered by this quarterly report;
3. Based on my knowledge, the financial statements, and other financial information included in this quarterly report, fairly present in all material respects the financial condition, results of operations and cash flows of the registrant as of, and for, the periods presented in this quarterly report;
4. The registrant's other certifying officers and I are responsible for establishing and maintaining disclosure controls and procedures (as defined in Exchange Act Rules 13a-14 and 15d-14) for the registrant and we have:
  - a) designed such disclosure controls and procedures to ensure that material information relating to the registrant, including its consolidated subsidiaries, is made known to us by others within those entities, particularly during the period in which this quarterly report is being prepared;
  - b) evaluated the effectiveness of the registrant's disclosure controls and procedures as of a date within 90 days prior to the filing date of this quarterly report (the "Evaluation Date"); and
  - c) presented in this quarterly report our conclusions about the effectiveness of the disclosure controls and procedures based on our evaluation as of the Evaluation Date;
5. The registrant's other certifying officers and I have disclosed, based on our most recent evaluation, to the registrant's auditors and the audit committee of registrant's board of directors (or persons performing the equivalent function):
  - a) all significant deficiencies in the design or operation of internal controls which could adversely affect the registrant's ability to record, process, summarize and report financial data and have identified for the registrant's auditors any material weaknesses in internal controls; and
  - b) any fraud, whether or not material, that involves management or other employees who have a significant role in the registrant's internal controls; and
6. The registrant's other certifying officers and I have indicated in this quarterly report whether or not there were significant changes in internal controls or in other factors that could significantly affect internal controls subsequent to the date of our most recent evaluation, including any corrective actions with regard to significant deficiencies and material weaknesses.

Date: November 14, 2002

/s/ Edward H. Snowden

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Edward H. Snowden  
President and Chief Executive Officer

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I, Karen A. Walker, certify that:

1. I have reviewed this quarterly report on Form 10-Q of Boston Communications Group, Inc.;
2. Based on my knowledge, this quarterly report does not contain any untrue statement of a material fact or omit to state a material fact necessary to make the statements made, in light of the circumstances under which such statements were made, not misleading with respect to the period covered by this quarterly report;
3. Based on my knowledge, the financial statements, and other financial information included in this quarterly report, fairly present in all material respects the financial condition, results of operations and cash flows of the registrant as of, and for, the periods presented in this quarterly report;
4. The registrant's other certifying officers and I are responsible for establishing and maintaining disclosure controls and procedures (as defined in Exchange Act Rules 13a-14 and 15d-14) for the registrant and we have:
  - a) designed such disclosure controls and procedures to ensure that material information relating to the registrant, including its consolidated subsidiaries, is made known to us by others within those entities, particularly during the period in which this quarterly report is being prepared;
  - b) evaluated the effectiveness of the registrant's disclosure controls and procedures as of a date within 90 days prior to the filing date of this quarterly report (the "Evaluation Date"); and
  - c) presented in this quarterly report our conclusions about the effectiveness of the disclosure controls and procedures based on our evaluation as of the Evaluation Date;
5. The registrant's other certifying officers and I have disclosed, based on our most recent evaluation, to the registrant's auditors and the audit committee of registrant's board of directors (or persons performing the equivalent function):
  - a) all significant deficiencies in the design or operation of internal controls which could adversely affect the registrant's ability to record, process, summarize and report financial data and have identified for the registrant's auditors any material weaknesses in internal controls; and
  - b) any fraud, whether or not material, that involves management or other employees who have a significant role in the registrant's internal controls; and
6. The registrant's other certifying officers and I have indicated in this quarterly report whether or not there were significant changes in internal controls or in other factors that could significantly affect internal controls subsequent to the date of our most recent evaluation, including any corrective actions with regard to significant deficiencies and material weaknesses.

Date: November 14, 2002

/s/ Karen A. Walker

Karen A. Walker  
Vice President, Financial Administration and Chief Financial Officer

# **Exhibit 11**

**BOSTON COMMUNICATIONS GROUP INC.**  
**4TH QUARTER AND FULL YEAR 2002**  
**Leader, E. Y. Snowden**  
**ID# 7504722**  
**02/05/03**

**Date of Transcription: February 8, 2003**



BCGI  
ID# 7504722

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Operator: Good afternoon, and welcome to Boston Communications 4th Quarter and Full Year 2002 conference call. All lines have been placed on mute to prevent any background noise. After the speakers' remarks, there will be a question and answer period. Instructions for registering your question will be given at that time. Now I will turn the call over to Peter Selzburg with FRB. Mr. Selzburg, please begin.

Peter Selzburg: Thanks. Good afternoon, everyone, and thank you again for joining us today. By now you should have had a chance to view today's press release, but if anyone still needs a copy please call to (212) 445-8453 and request a fax or email. Alternatively, you may want to download it at the Boston Communications corporate website: [www.bcgi.net](http://www.bcgi.net). On the line with us today are E. Y. Snowden, President and CEO, and Karen Walker, Chief Financial Officer of Boston Communications Group.

Please note that management is happy to speak privately with investors and analysts regarding overall strategy, industry trends, and historical issues; however, more specific questions regarding updates and financial guidance or other material information will only be discussed in widely disseminated press releases or via open conference calls such as the one being held today. I'd also like to caution everyone that today's call discusses Boston Communication Group's business outlook and may contain forward-looking statements. Particularly forward-looking statements and all other statements that may be made on this earnings call that are not historical fact are subject to a number of risks and uncertainties, and actual results may differ materially. Please refer to the Safe Harbor statement in today's press release and all filings with the SEC for more information on facts that could cause actual results to differ.

Without further delay now, I'd like to turn the call over to E.Y. Snowden. Please go ahead, E.Y.

E.Y. Snowden: Well, thank you, Peter, and welcome to the Boston Communications Group's 4th quarter and calendar year 2002 conference call. We are happy to be talking with you today about our outstanding financial results, our success in executing on and exceeding our strategic goals for 2002, and about our position going into 2003 with unprecedented momentum.

BCGI  
ID# 7504722

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Now I'd like to spend some time talking in more detail about our outlook for 2003. As noted in the release, we are increasing the lower end of our guidance resulting in earnings guidance of \$0.64-\$0.70 per share before legal charges. This compares to our previous guidance of \$0.60-\$0.70 and is about double '02 earnings. If the legal costs to defend the Freedom Wireless suit continues throughout 2003, we expect that GAAP EPS should range between \$0.52-\$0.58 per share, about triple 2002 GAAP earnings. Note that we expect we will continue to generate quarterly after-tax legal charges of approximately \$0.03 per share until the Freedom Wireless matter is resolved. I should also note that the timing of the case remains on track, and we still expect that summary judgment motions will be submitted sometime during the second quarter of this year. There are no other developments to report and there has been no change to our position in this case. We remain confident that we do not infringe on the Freedom Wireless patents and that the patents are invalid in light of prior art.

As we stated in today's press release, most of our new business in 2002 was launched in the latter part of the year and, therefore, we believe our billing and transaction processing services business is very well positioned to deliver on these financial objectives.

For the first quarter of 2003, we expect earnings to range between \$0.13 and \$0.15 per share before legal charges. This guidance reflects continued growth in BTPS, offset by the return of the systems business revenues to more typical levels of about \$1.5 million per quarter. Our guidance does reflect the previously-announced investment in our payment services business, which we expect to be \$0.01-\$0.02 per quarter after tax for the near term. We have not factored in any significant revenue contribution for payment services in '03, since, although we have already enjoyed much success with new distribution arrangements and customer acceptance of our newest payment service products, we believe that it will take time for these revenues to ramp. However, since payment services leverages much of our existing infrastructure, this is a relatively small investment for what we expect will be a future revenue and income opportunity.

We reiterate the expected growth rate we provided in October for a

# **Exhibit 12**

10-K 1 d10k.htm FORM 10-K

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**UNITED STATES  
SECURITIES AND EXCHANGE COMMISSION  
WASHINGTON, D.C. 20549**

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**FORM 10-K**

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☒ **ANNUAL REPORT PURSUANT TO SECTION 13 OR 15(d) OF THE SECURITIES  
EXCHANGE ACT OF 1934**

For the fiscal year ended December 31, 2002

OR

☐ **TRANSITION REPORT PURSUANT TO SECTION 13 OR 15(d) OF THE SECURITIES  
EXCHANGE ACT OF 1934**

Commission File Number 333-4128

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**BOSTON COMMUNICATIONS GROUP, INC.**

(Exact Name of Registrant as Specified in its Charter)

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**MASSACHUSETTS**  
(State or Other Jurisdiction  
of Incorporation or Organization)

**04-3026859**  
(I.R.S. Employer  
Identification No.)

**100 Sylvan Road, Suite 100, Woburn, Massachusetts**  
(Address of Principal Executive Office)

**01801**  
(Zip Code)

Registrant's telephone number, including area code: (781) 904-5000

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Securities registered pursuant to Section 12(b) of the Act:

None

Securities registered pursuant to Section 12(g) of the Act:

Common Stock, par value \$.01 per share

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Indicate by check mark whether registrant (1) has filed all reports required to be filed by Section 13 or 15(d) of the Securities Exchange Act of 1934 during the preceding 12 months (or for such shorter period that the registrant was required to file such reports), and (2) has been subject to such filing requirements for the past 90 days. YES ☒ NO ☐

Indicate by check mark if disclosure of delinquent filers pursuant to Item 405 of Regulation S-K is not contained herein, and will not be contained, to the best of registrant's knowledge, in definitive proxy or information statements incorporated by reference in Part III of this Form 10-K or any amendment to this Form 10-K. ☐

Indicate by check mark whether the registrant is an accelerated filer (as defined in Exchange Act Rule 12b-2) YES ☒ NO ☐

The approximate aggregate value of the voting stock held by non-affiliates of the registrant, computed by reference to



the closing sales price of such stock quoted on the Nasdaq National Market on June 28, 2002 was \$123,861,973. The number of shares outstanding of the Registrant's common stock, \$.01 par value per share, as of March 20, 2003 was 17,644,706.

#### **DOCUMENTS INCORPORATED BY REFERENCE**

Portions of registrant's definitive proxy statement for its 2003 Annual Meeting of Stockholders are incorporated by reference into Part III (Items 10, 11, 12 and 13) of this Annual Report on Form 10-K.

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This Annual Report contains forward-looking statements, within the meaning of the Private Securities Litigation Reform Act of 1995, that involve risks and uncertainties, including without limitation, statements regarding our continued investment in our payment services business, the expected increase in subscriber base, average minutes of use and billing and transaction processing services revenues, the increase in minutes of use resulting in increased volume discounts for carriers, billing and transaction processing services gross margins, decreases in roaming services revenues, prepaid systems revenues and gross margins estimates, increases in engineering, research and development expenditures, increases in sales and marketing expenses, decreases in general and administrative expenses, legal expenses for the Freedom Wireless lawsuit, increases in depreciation and amortization expense, decreases in interest income and our income tax rate and increases in capital investments. These statements are based on the beliefs and assumptions of management.

Any statements contained herein that are not statements of historical fact may be deemed to be forward-looking statements. Without limiting the foregoing, the words "believe," "anticipate," "plan," "expect," "intend," and similar expressions are intended to identify forward-looking statements, although not all forward-looking statements contain these words.

A number of important factors could cause actual events or our actual results to differ materially from those indicated by such forward-looking statements. These factors include, without limitation, those set forth under the captions "Management's Discussion and Analysis of Financial Condition and Results of Operations", "Certain Factors That May Affect Future Results", "Quantitative and Qualitative Disclosures About Market Risk" and those set forth in Items 1 and 3 of Part I of this Annual Report on Form 10-K. The factors discussed herein do not reflect the potential future impact of any mergers, acquisitions or dispositions. We do not assume any obligation to update any forward-looking statements made herein.

## Item 1. BUSINESS

### GENERAL

Boston Communications Group, Inc. ("*bcgi*" or the "Company") has provided services to wireless carriers since our incorporation in Massachusetts in 1988. Since 1991, we have offered our real-time subscriber management solutions through a combination of proprietary software applications, a carrier-class hosted environment and high quality service and support. One or more of our services are provided to more than 70 wireless carriers and resellers, including five out of the six largest national wireless carriers by number of subscribers—Verizon Wireless, Cingular Wireless, AT&T Wireless, Nextel Communications and Sprint PCS.

### HISTORY OF OUR SERVICE OFFERINGS

In 1991, we launched our *bcgi* ROAMERplus™ service to wireless carriers. This solution provides wireless carriers with the ability to better serve their subscribers by offering unregistered roamers the ability to complete calls. This service has generated over \$85 million in revenues for carriers since 1991.

We introduced our *bcgi* Prepaid Wireless Services offering in mid-1994. Since then, this offering has become the cornerstone of our real-time subscriber management capabilities. Domestically, we offer prepaid wireless on an outsourced service bureau basis to wireless carriers, similar to an application service provider business model. Our solution provides several critical features to carriers and enables them to rapidly and cost-effectively deploy prepaid wireless services to their customers. Our nationwide prepaid roaming capability, a feature that many carriers and competitors do not offer, allows our carrier customers to offer prepaid services that mirror their postpaid coverage area. We currently provide prepaid wireless services, branded as Prepaid Wireless for large operators and Prepaid Connection for regional carriers, to several U.S. carriers, including Verizon Wireless, Cingular Wireless, Nextel Communications, Alltel Corporation, Cincinnati Bell Wireless, Dobson Cellular Systems, Inc., and more than 20 wireless carriers and resellers. Our existing contracts to provide prepaid wireless services generally have terms of two to three years.

prepaid systems business such as software development, product management and sales support. We also have 31 other leased facilities throughout the United States that house a portion of our voice nodes and certain equipment for our network.

The following list comprises our significant leased facilities:

<u>Location</u>	<u>Square Footage</u>	<u>Expiration Date</u>
Woburn, Massachusetts	62,787	October 2003–February 2006
Westbrook, Maine	6,400	September 2003

### Item 3. LEGAL PROCEEDINGS

In March 2000, Freedom Wireless, Inc. filed a suit against us and a number of wireless carriers. The suit is being tried in the United States District Court in Massachusetts and alleges that the defendants infringe two patents held by Freedom Wireless, Inc. and seeks damages in an unspecified amount as well as injunctive relief. A ruling that we infringed the Freedom Wireless patents could significantly restrict our ability to conduct business. In addition, we have an obligation to indemnify the other defendants for damages they may incur with respect to any infringement. The suit is still in the discovery phase. We do not believe that we infringe these patents and we believe that we have meritorious defenses to the action.

We recorded a special charge in the fourth quarter of 2000 of \$2.6 million, in the third quarter of 2001 of \$3.6 million and in the first quarter of 2002 of \$3.3 million, principally to accrue for legal expenses estimated by our outside counsel to be incurred in the defense of the patent infringement suit brought by Freedom Wireless. The lengthy and unpredictable discovery process has made it difficult for us to reasonably estimate legal costs in this suit. As a result, we are now accounting for Freedom Wireless legal costs as incurred rather than accruing the entire amount of such costs when they become probable. For the fourth quarter of 2002, we recorded \$998,000 in legal charges associated with the Freedom Wireless suit. We also expect to continue to spend up to \$1 million per quarter for legal costs until the Freedom Wireless matter is resolved. There can be no assurances that our expenses to defend the Freedom Wireless suit will not exceed our estimate. If Freedom Wireless prevails in this case, the amount of damages could be substantial and our business, financial condition and results of operations would be materially adversely affected.

In December 1999, Crystal, Inc., a former supplier of one of our subsidiaries, filed a suit against us in the United States District Court for the Northern District of Iowa. We signed a purchase contract with Crystal for an unspecified number of components in 1997, pursuant to which Crystal became our sole supplier for a certain system component in 1997 and early 1998. We subsequently changed suppliers. Currently, the suit alleges that we breached the confidentiality clause of the contract and made fraudulent misrepresentations to Crystal. The court granted our motion for summary judgment dismissing Crystal's breach of contract claim, but did not dismiss the fraudulent misrepresentation claim. Crystal has alleged actual damages of approximately \$12,000 and seeks punitive damages in an amount to be determined. The trial is scheduled for May 2003.

On January 4, 2002, a carrier customer notified us that they believed we should indemnify them with respect to certain claims pending in a patent infringement case brought by Ronald A. Katz Technology Licensing, L.P. ("Katz") against the carrier customer in the United States District Court for the Eastern District of Pennsylvania. In the suit, the plaintiff claimed infringement of fourteen patents by the defendants, and sought damages in an unspecified amount. Katz and the carrier customer settled the suit in February 2003. No demand on us has been made by the carrier customer. At this stage it is not possible to determine whether there is a valid claim for indemnification, or the likely outcome of such claim.

On July 26, 2002, a carrier customer sent a letter to us notifying us of a pending lawsuit brought by Philip S. Jackson against the carrier customer and seven other companies in the United States District Court for

## SIGNATURES

**Pursuant to the requirements of Section 13 or 15(d) of the Securities Exchange Act of 1934, the registrant has duly caused this report to be signed on its behalf by the undersigned, thereunto duly authorized on the 27th day of March 2003.**

BOSTON COMMUNICATIONS GROUP, INC.

By: /s/ E. Y. SNOWDEN

**E. Y. Snowden**  
President and Chief Executive Officer

**Pursuant to the requirements of the Securities Exchange Act of 1934, this report has been signed below by the following persons on behalf of the registrant and in the capacities and on the dates indicated.**

<u>Signature</u>	<u>Title</u>	<u>Date</u>
<u>/s/ E. Y. SNOWDEN</u> E. Y. Snowden	President, Chief Executive Officer and Director	March 27, 2003
<u>/s/ KAREN A. WALKER</u> Karen A. Walker	Vice President, Finance and Administration (Principal Financial and Accounting Officer)	March 27, 2003
<u>/s/ PAUL J. TOBIN</u> Paul J. Tobin	Chairman of the Board of Directors	March 27, 2003
<u>/s/ BRIAN E. BOYLE</u> Brian E. Boyle	Vice Chairman of the Board of Directors	March 27, 2003
<u>/s/ FREDERICK E. VON MERING</u> Frederick E. von Mering	Director	March 27, 2003
<u>/s/ JERROLD D. ADAMS</u> Jerrold D. Adams	Director	March 27, 2003
<u>/s/ PAUL R. GUDONIS</u> Paul R. Gudonis	Director	March 27, 2003
<u>/s/ GERALD SEGEL</u> Gerald Segel	Director	March 27, 2003
<u>/s/ GERALD MCGOWAN</u> Gerald McGowan	Director	March 27, 2003
<u>Daniel Somers</u>	Director	March 27, 2003



## CERTIFICATIONS

I, E. Y. Snowden, certify that:

1. I have reviewed this annual report on Form 10-K of Boston Communications Group, Inc.;
2. Based on my knowledge, this annual report does not contain any untrue statement of a material fact or omit to state a material fact necessary to make the statements made, in light of the circumstances under which such statements were made, not misleading with respect to the period covered by this annual report;
3. Based on my knowledge, the financial statements, and other financial information included in this quarterly report, fairly present in all material respects the financial condition, results of operations and cash flows of the registrant as of, and for, the periods presented in this annual report;
4. The registrant's other certifying officers and I are responsible for establishing and maintaining disclosure controls and procedures (as defined in Exchange Act Rules 13a-14 and 15d-14) for the registrant and we have:
  - a) designed such disclosure controls and procedures to ensure that material information relating to the registrant, including its consolidated subsidiaries, is made known to us by others within those entities, particularly during the period in which this annual report is being prepared;
  - b) evaluated the effectiveness of the registrant's disclosure controls and procedures as of a date within 90 days prior to the filing date of this annual report (the "Evaluation Date"); and
  - c) presented in this annual report our conclusions about the effectiveness of the disclosure controls and procedures based on our evaluation as of the Evaluation Date;
5. The registrant's other certifying officers and I have disclosed, based on our most recent evaluation, to the registrant's auditors and the audit committee of registrant's board of directors (or persons performing the equivalent function):
  - a) all significant deficiencies in the design or operation of internal controls which could adversely affect the registrant's ability to record, process, summarize and report financial data and have identified for the registrant's auditors any material weaknesses in internal controls; and
  - b) any fraud, whether or not material, that involves management or other employees who have a significant role in the registrant's internal controls; and
6. The registrant's other certifying officers and I have indicated in this annual report whether or not there were significant changes in internal controls or in other factors that could significantly affect internal controls subsequent to the date of our most recent evaluation, including any corrective actions with regard to significant deficiencies and material weaknesses.

Date: March 27, 2003

/s/ E. Y. SNOWDEN

\_\_\_\_\_  
E. Y. Snowden  
President and Chief Executive Officer

I, Karen A. Walker, certify that:

1. I have reviewed this annual report on Form 10-K of Boston Communications Group, Inc.;
2. Based on my knowledge, this annual report does not contain any untrue statement of a material fact or omit to state a material fact necessary to make the statements made, in light of the circumstances under which such statements were made, not misleading with respect to the period covered by this annual report;
3. Based on my knowledge, the financial statements, and other financial information included in this annual report, fairly present in all material respects the financial condition, results of operations and cash flows of the registrant as of, and for, the periods presented in this annual report;
4. The registrant's other certifying officers and I are responsible for establishing and maintaining disclosure controls and procedures (as defined in Exchange Act Rules 13a-14 and 15d-14) for the registrant and we have:
  - a) designed such disclosure controls and procedures to ensure that material information relating to the registrant, including its consolidated subsidiaries, is made known to us by others within those entities, particularly during the period in which this quarterly report is being prepared;
  - b) evaluated the effectiveness of the registrant's disclosure controls and procedures as of a date within 90 days prior to the filing date of this annual report (the "Evaluation Date"); and
  - c) presented in this annual report our conclusions about the effectiveness of the disclosure controls and procedures based on our evaluation as of the Evaluation Date;
5. The registrant's other certifying officers and I have disclosed, based on our most recent evaluation, to the registrant's auditors and the audit committee of registrant's board of directors (or persons performing the equivalent function):
  - a) all significant deficiencies in the design or operation of internal controls which could adversely affect the registrant's ability to record, process, summarize and report financial data and have identified for the registrant's auditors any material weaknesses in internal controls; and
  - b) any fraud, whether or not material, that involves management or other employees who have a significant role in the registrant's internal controls; and
6. The registrant's other certifying officers and I have indicated in this annual report whether or not there were significant changes in internal controls or in other factors that could significantly affect internal controls subsequent to the date of our most recent evaluation, including any corrective actions with regard to significant deficiencies and material weaknesses.

Date: March 27, 2003

/s/ KAREN A. WALKER

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Karen A. Walker  
Vice President, Finance and Administration  
and Chief Financial Officer

# **Exhibit 13**



## **BOSTON COMMUNICATIONS GROUP REPORTS RECORD EARNINGS AND EXCEEDS EXPECTATIONS FOR THE FIRST QUARTER OF 2003**

- **Generated record GAAP Earnings of \$0.18 per share for the first quarter (which includes \$0.03 per share in legal costs, primarily associated with the Freedom Wireless lawsuit), exceeding Company's guidance**
- **Increased 2003 annual GAAP guidance to \$0.78 to \$0.80 per share up from \$0.52 to \$0.58 per share, both of which include \$0.12 per share in estimated legal costs**
- **Record first quarter revenues reached \$23.1 million, up 53% from the same period a year ago**
- **Added 455,000 net new prepaid subscribers in the first quarter, bringing subscriber count to 3.35 million, up 69% from the first quarter of 2002**
- **Increased average monthly MoUs to 106, a 22% increase over the first quarter of 2002**

**Woburn, MA – April 16, 2003** - Boston Communications Group, Inc. (Nasdaq: BCGI) today announced that its consolidated GAAP net income for the first quarter ended March 31, 2003 totaled \$3.3 million, or \$0.18 per share, which includes \$915,000 in legal charges, or \$0.03 per share after taxes, primarily to defend the Freedom Wireless suit. These record earnings were up 64% sequentially over the 2002 fourth quarter GAAP earnings of \$0.11 per share. In the first quarter of 2002, the Company reported a net loss of \$1.5 million, or \$0.09 per share, which included \$3.3 million in pre-tax legal charges, or \$0.11 per share. Total revenues for the first quarter increased 53% to \$23.1 million from \$15.0 million in the first quarter of 2002 and increased 9% from \$21.1 million in the fourth quarter of 2002.

### **Billing and Transaction Processing Services**

Billing and Transaction Processing Services, which include the Company's Prepaid Wireless Services, Voyager Billing and Customer Care, and Payment Services, generated record revenues of \$21.1 million in the first quarter of 2003, a 74% increase over the first quarter of 2002 and an 18% increase over the 2002 fourth quarter. The increase in revenues, which have a corresponding low incremental cost, contributed to higher gross margins on Billing and Transaction Processing Services Revenues of 76%, compared to 68% in the first quarter of 2002 and 73% in the fourth quarter of 2002. The higher than expected revenues and corresponding gross margins were principally due to very strong net prepaid subscriber additions of 455,000 for the quarter. Total prepaid subscribers on the platform are now 3.35 million, a 69% increase over March 31, 2002.

"Our outstanding performance for the quarter reflects the solid positioning of our Billing and Transaction Processing Services business. The strength of our prepaid subscriber additions for the quarter continues to validate our carrier customers' success in selling to the under-penetrated youth and budget conscious segments with attractive prepaid customer propositions that are based on solid carrier economics. This year in particular, gross additions across most all of our carrier customer programs continued with nice momentum well beyond the typical end of



holiday promotions. More and more, our carriers are offering a rich consumer experience with postpaid-like features using our real-time rating, billing, and customer care solutions that are generating new growth while reducing operational costs and churn," commented E. Y. Snowden, President and CEO.

### **Freedom Wireless Update**

During the quarter ended March 31, 2003, the Company incurred \$915,000 in legal costs, or approximately \$0.03 per share after taxes, primarily for the continued defense of the Freedom Wireless patent infringement suit. These costs are in line with previous guidance and are expected to continue at this level until the matter is resolved. There are no developments to report on the case and exact timing of procedures has not been determined. There has also been no change to the Company's position on the case and *bcgi* remains confident that it does not infringe the Freedom Wireless patents and that the patents are invalid in light of prior art.

### **Outlook**

"Our tremendous growth in first quarter subscriber additions was the key factor in our earnings growing more than 60% compared to the fourth quarter of 2002. Although we are now entering the seasonally slower second and third quarters, we believe that our carrier's commitment to prepaid and our business model and value proposition will continue to position *bcgi* for growth and healthy profits. As a result, we are raising our annual 2003 earnings guidance," commented Karen A. Walker, Chief Financial Officer.

The Company is raising its 2003 GAAP earnings to \$0.78 to \$0.80 per share, which includes an estimate of \$0.12 per share in legal costs primarily to defend the Freedom Wireless lawsuit. This guidance is more than four times higher than the Company's 2002 annual GAAP earnings of \$0.19 per share. For the second quarter of 2003, the Company anticipates GAAP earnings of \$0.19 to \$0.20 per share, which includes \$0.03 per share in estimated legal costs. "Our business model continues to be validated and our overall financial position, with \$48.6 million in cash and investments and no debt, gives us the strength to capitalize on weaknesses across the telecommunications industry. This is evidenced by our recent building purchase that will initially house our second data center and our ability to continue to attract and retain top talent across our organization," commented Ms. Walker.

Mr. Snowden concluded, "We are obviously very pleased with our performance for the quarter and as a leader in real-time billing and transaction processing services, we feel that we are well positioned to continue to execute on our business plan. By serving both the largest national carriers and the smaller regional U.S. carriers who have just begun to gain momentum with their prepaid offerings, we look forward to continuing to competently provide them the best platform to demonstrate competitive success in a challenging industry."

The Company will be holding a conference call and Webcast at 5:00PM on Wednesday, April 16, 2003 to discuss results for the period ended March 31, 2003 and management's outlook. The Company's President and CEO, E.Y. Snowden, and Chief Financial Officer, Karen A. Walker, will host the call. Parties interested in listening to the call should dial 1-800-423-5972 at least 10 minutes prior to the start of the call. For those unable to participate at the designated time, a replay will be available for 30 days following the call via telephone at 1-800-642-1687 (conf id 9584673) and for one year on the web at [www.bcgi.net](http://www.bcgi.net).

**ABOUT THE COMPANY**

Boston Communications Group, Inc. (NASDAQ: BCGI), an S&P Small Cap 600 Index company and Russell 2000 Index company, is a leader in transaction processing solutions for real-time wireless subscriber management, payment services, billing and customer care. Through these solutions, *bcgi* delivers prepaid and postpaid billing, ATM recharge, mobile commerce and other payment services. Founded in 1988, *bcgi* provides solutions to carriers through a combination of industry-leading proprietary software applications, a highly scalable transaction processing platform, and its end-to-end implementation model. Through this nationwide real-time infrastructure, *bcgi* provides one or more of its services to approximately 70 wireless carriers and resellers, including five of the top six national carriers. *bcgi* handles more than four billion minutes of service a year. Please visit the *bcgi* Web site at <http://www.bcgi.net>.

**CAUTIONARY STATEMENT REGARDING FORWARD-LOOKING STATEMENTS**

This press release contains, in addition to historical information, forward-looking statements that involve risks and uncertainties including statements regarding earnings per share estimates and estimates of future legal expenses. Such statements are based on management's current expectations and are subject to a number of uncertainties and risks that could cause actual results to differ materially from those described in the forward-looking statements. Among the important factors that would cause actual results to differ materially from those indicated by such forward looking statements are the loss of a customer or certain of their markets, specifically, Verizon Wireless and Cingular Wireless who represented 51% and 27%, respectively, of the Company's consolidated revenues for the three months ended March 31, 2003, or greater than expected pricing reductions from major carrier customers, an unfavorable judgment in the Freedom Wireless suit which could result in substantial damages and could significantly restrict *bcgi*'s ability to conduct business, as well as the others factors that may affect future operating results detailed in *bcgi*'s annual report on Form 10-K for the year ended December 31, 2002 filed with the Securities and Exchange Commission.

<u>Company Contact:</u>  Dan Brosnan Investor Relations - <i>bcgi</i> (781) 904-5410 email: <a href="mailto:dbrosnan@bcgi.net">dbrosnan@bcgi.net</a>	<u>FRB\Weber Shandwick NY:</u>  Alison Ziegler, General Inquiries (212) 445-8432 Peter Seltzberg, Investor Inquiries (212) 445-8457
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**BOSTON COMMUNICATIONS GROUP, INC.**  
**CONDENSED CONSOLIDATED STATEMENTS OF OPERATIONS**  
(In thousands, except per share amounts)

	Three Months Ended	
	3/31/03	3/31/02
	(Unaudited)	
Revenues:		
Billing and transaction processing services	\$21,074	\$12,139
Roaming services	937	1,583
System sales	<u>1,056</u>	<u>1,320</u>
	23,067	15,042
Expenses:		
Cost of billing and transaction processing revenues	4,990	3,869
Cost of roaming services revenues	914	1,452
Cost of system revenues	<u>567</u>	<u>703</u>
Total cost of revenues	<u>6,471</u>	<u>6,024</u>
Gross margin	16,596	9,018
Engineering, research and development	2,869	1,973
Sales and marketing	1,567	1,129
General and administrative	1,885	1,418
General and administrative – legal expense (1)	915	3,297
Depreciation and amortization	<u>4,392</u>	<u>4,128</u>
Total operating expenses	11,628	11,945
Operating income (loss)	4,968	(2,927)
Interest income	<u>336</u>	<u>411</u>
Income (loss) before income taxes	5,304	(2,516)
Provision (benefit) for income taxes	<u>2,016</u>	<u>(1,006)</u>
Net income (loss)	<u>\$3,288</u>	<u>\$(1,510)</u>
<u>Basic Net Income (Loss) Per Share:</u>		
Net income (loss)	<u>\$0.19</u>	<u>(\$ 0.09)</u>
Weighted average common shares outstanding	<u>17,479</u>	<u>17,157</u>
<u>Diluted Net Income (Loss) Per Share:</u>		
Net income (loss)	<u>\$0.18</u>	<u>(\$ 0.09)</u>
Weighted average common shares outstanding	<u>18,340</u>	<u>17,157</u>

Notes to Condensed Consolidated Statements of Operations:

- (1) General and administrative – legal expenses consists of \$915,000 and \$3.3 million for the three months ended March 31, 2003 and 2002, respectively, primarily for legal fees to defend the patent infringement suit brought by Freedom Wireless.

**SEGMENT INFORMATION**  
(\$ in thousands and unaudited)

Quarter ended March 31,	Billing and Transaction Processing Services	Roaming Services	Systems	Total
<u>2003</u>				
Revenues	<u>\$21,074</u>	<u>\$937</u>	<u>\$1,056</u>	<u>\$23,067</u>
Gross margin	<u>16,084</u>	<u>23</u>	<u>489</u>	<u>16,596</u>
Gross margin percentage	<u>76%</u>	<u>2%</u>	<u>46%</u>	<u>72%</u>
<u>2002</u>				
Revenues	<u>\$12,139</u>	<u>\$1,583</u>	<u>\$1,320</u>	<u>\$15,042</u>
Gross margin	<u>8,270</u>	<u>131</u>	<u>617</u>	<u>9,018</u>
Gross margin percentage	<u>68%</u>	<u>8%</u>	<u>47%</u>	<u>60%</u>

**CONDENSED CONSOLIDATED BALANCE SHEET DATA**  
(in thousands and unaudited)

<b>ASSETS</b>	<u><b>March 31</b></u> <u><b>2003</b></u>	<u><b>December 31,</b></u> <u><b>2002</b></u>
Current assets:		
Cash and short-term investments	\$48,593	\$55,075
Accounts receivable, net of allowance for billing adjustments and doubtful accounts of \$1,065 in 2003 and \$966 in 2002	18,132	15,739
Prepaid expenses and other assets	3,306	2,328
Deferred income taxes	<u>1,603</u>	<u>1,603</u>
Total current assets	71,634	74,745
Property and equipment, net	55,099	44,896
Goodwill and other assets	<u>5,085</u>	<u>5,114</u>
Total assets	<u>\$131,818</u>	<u>\$124,755</u>
<b>LIABILITIES AND SHAREHOLDERS' EQUITY</b>		
Current liabilities:		
Accounts payable and accrued expenses	<u>\$20,819</u>	<u>\$19,564</u>
Total current liabilities	20,819	19,564
Deferred income taxes	3,452	3,452
Shareholders' equity:		
Common stock and additional paid-in capital	103,173	100,653
Retained earnings	<u>4,374</u>	<u>1,086</u>
Total shareholders' equity	<u>107,547</u>	<u>101,739</u>
Total liabilities and shareholders' equity	<u>\$131,818</u>	<u>\$124,755</u>

# # #



# **Exhibit 14**

**BCGI**  
**First Quarter Earnings Release Conference Call**  
**Leader, Ely Snowden**  
**ID #9584673**  
**04/16/03**

**Date of Transcription: April 19, 2003**

**BCGI**  
**ID #9584673**

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Operator:

Good afternoon. My name is Amanda and I will be your conference facilitator. At this time I would like to welcome everyone to BCGI First Quarter Earnings Release Conference Call. All lines have been placed on mute to prevent any background noise.

After the speakers' remarks, there will be a question and answer period. If you would like to ask a question during this time, simply press star, then the number one on your telephone keypad. If you would like to withdraw your question, press star, then the number two. Thank you. Ms. Nicholas, you may begin your conference.

Ms. Nicholas:

Good afternoon. By now you should have had a chance to view today's press release. If anyone still needs a copy, please call us at 212-445-8453 and request a fax or e-mail. Alternatively, you can view and download the release at the Boston Communications Group corporate website at [www.bcgi.net](http://www.bcgi.net). On the line with us today are Ely Snowden, President and CEO, and Karen Walker, Chief Financial Officer of Boston Communications Group.

Please note that management is happy to speak privately with investors and analysts regarding overall strategy, industry trends and historical issues. However, more specific questions regarding updates on financial guidance or other material information will only be discussed on widely disseminated press releases or via open conference calls such as the one being held today.

I would also like to caution everyone that various remarks that the company may make about the company's future expectations, plans and prospects constitute forward-looking statements for purposes of the Safe Harbor provisions under the Private Securities Litigation Reform Act of 1995. Actual results may differ materially from those indicated by these forward-looking statements as a result of various important factors including those discussed in Form 10-K for the year ended December 31, 2002, which is on file with the SEC. In addition, any forward-looking statements represent our views only as of today, April 16, 2003, and should not be relied upon as representing our views as of any subsequent date. While we may elect to update forward-looking statements at some point in the future, we specifically disclaim any obligation to do so even if our estimates change, and therefore you should not rely on these forward-looking statements as

BCGI  
ID #9584673

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representing our views as of any subsequent dates. Now without further delay, I would like to turn the call over to Ely Snowden. Please go ahead, Ely.

Mr. Snowden:

Thank you, Allison. And again, welcome to Boston Communications Group First Quarter 2003 Conference Call. We're happy to be talking with you today about yet another record-breaking quarter with outstanding financial results, success in strategic goals, and unprecedented momentum. A quarter ago amongst all the good financial news we had to talk about on our last conference call, the one element that I chose to single out was the top line. If you recall, our fourth quarter 2002 year over year revenue growth of almost 50% for the enterprise as a whole, and more than 60% in our billing and transaction processing services business, stood out in the slower growing wireless industry as testimony to the strong position that our customers' products targeting teams(?), budget conscious and credit challenge had captured in their overall product portfolios. This quarter I am even happier to note that the top line is accelerating with year over year revenue growth of 53% for the enterprise, and 74% in our billing and transaction processing services business. And why not? We're helping the best carriers in America by giving them the tools to unlock the potential of the highest growth opportunities left in wireless, and to profitably serve them with lower operating costs. It is this complete package of BCGI's capabilities that is helping our carrier customers to achieve the best of quantity and quality. And each of quantity and quality are evident in two of the important record-breaking metrics for our prepaid business this quarter. Quarter end subscribers of 3.35 million, a 69% increase over a year ago, March 31, 2002, and average usage per subscriber of 106 minutes per month, up another 22% from the first quarter of 2002.

A particularly pleasant surprise this quarter was the sustained growth we experienced as growth additions across most all of our carrier customer programs continued with nice momentum well beyond the typical end of holiday promotion. This could be attributed to the concept we've discussed before. That the prepaid product category has become a much more central part of our carriers' product portfolios. A very good example of this is a brand new promotion going on right now where Cingular Wireless and McDonald's are promoting KIC, Keep in Contact, Cingular's



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depreciated during the quarter. Capital expenditures totaled 14.6 million dollars for the quarter, which includes about 9.0 million dollars for the purchase of our building.

Our balance sheet continues to remain strong with cash and short-term investments of about 49 million dollars as of March 31<sup>st</sup>, and our DSO was within target at 73 days compared to 69 days at December 31<sup>st</sup>.

I'd now like to spend some time talking in more detail about our outlook for the remainder of 2003. As noted in the release, we are increasing our GAAP earnings guidance to 78 to 80 cents per share, which includes after-tax quarterly legal charges of approximately three cents per share until the Freedom Wireless matter is resolved. This compares to our previous GAAP guidance of 52 to 58 cents, and is more than 4X '02 GAAP earnings. I should note that we remain confident that we do not infringe on the Freedom Wireless patents, and that the patents are invalid in light of prior art. During this year, the court has been conducting procedures which are standard for patent cases, and the completion of these procedures dictate the timing of our summary judgment motions and other procedures regarding the case. As we have stated in the past, we expected to file summary judgment motions sometime during this quarter and hear the results of those motions at a later date. Although this may still happen, there are no firm dates or schedules as to when motions can be filed and then decided upon. Thus, although we believe that our case continues to progress well, and that there's been no change to our position in the case, there are no developments to report at this time.

For the second quarter of '03 we expect GAAP earnings to range between 19 to 20 cents per share, including legal charges of three cents per share. This guidance reflects continued growth in BTPS, although at lower levels as we enter the seasonally slow second and third quarters. Our guidance continues to reflect our investment in payment services, which we expect to be one to two cents per share, per quarter for the near term. In addition, it reflects additional operating costs to own and move our data center into the new building. As we highlighted in our March 14<sup>th</sup> press release announcing the purchase of our Bedford building, the long-term economics of this facility are extremely attractive, and its premier, high-end telecommunications, electrical and mechanical equipment

# **Exhibit 15**

10-Q 1 d10q.htm FORM 10-Q

[Table of Contents](#)**SECURITIES AND EXCHANGE COMMISSION**

Washington, D.C. 10549

**FORM 10-Q**☒ Quarterly report pursuant to Section 13 or 15(d) of the Securities Exchange Act of 1934

For the quarterly period ended March 31, 2003

or

☐ Transition report pursuant to Section 13 or 15(d) of the Securities Exchange Act of 1934

Commission file number: 0-28432

**Boston Communications Group, Inc.**

(Exact name of registrant as specified in its charter)

Massachusetts04-3026859

(State or other jurisdiction of incorporation or organization)

(I.R.S. Employer Identification No.)

100 Sylvan Road, Woburn, Massachusetts 01801

(Address of principal executive offices)

Registrant's telephone number, including area code: (781) 904-5000

(Former name, former address, former fiscal year, if changed since last report)

Indicate by check mark whether the registrant (1) has filed all reports required to be filed by Section 13 or 15(d) of the Securities Exchange Act of 1934 during the preceding 12 months (or for such shorter period that the registrant was required to file such reports), and (2) has been subject to such filing requirements for the past 90 days.

Yes ☒ No ☐

Indicate by check mark whether the registrant is an accelerated filer (as defined in Exchange Act Rule 12b-2)

Yes ☒ No ☐

Indicate the number of shares outstanding of each of the issuer's classes of common stock as of the latest practicable date.

As of May 7, 2003 the Company had outstanding 18,059,848 shares of common stock, \$.01 par value per share.

Table of Contents**INDEX****PART I. FINANCIAL INFORMATION:****Item 1. Financial Statements (Unaudited)**

Condensed Consolidated Balance Sheets  
Condensed Consolidated Statements of Operations  
Condensed Consolidated Statements of Cash Flows  
Notes to Condensed Consolidated Financial Statements

**Item 2. Management's Discussion and Analysis of Financial Condition and Results of Operations**

Certain Factors That May Affect Future Results

**Item 3. Quantitative and Qualitative Disclosures About Market Risk****Item 4. Controls and Procedures****PART II. OTHER INFORMATION:****Item 1. Legal Proceedings****Item 6. Exhibits and Reports on Form 8-K**

This Quarterly Report contains forward-looking statements, within the meaning of the Private Securities Litigation Reform Act of 1995, that involve risks and uncertainties, including without limitation, statements regarding annual earnings per share, our continued investment in our payment services business, the expected increase in subscriber base, average billed minutes of use and billing and transaction processing services revenues, pricing discounts for carriers, billing and transaction processing services gross margins, decreases in roaming services revenues, increases in engineering, research and development expenditures, sales and marketing expenses, decreases in general and administrative expenses, legal expenses for the Freedom Wireless lawsuit, increases in depreciation and amortization expense, decreases in interest income and increases in capital investments. These statements are based on the current beliefs and assumptions of management.

Any statements contained herein that are not statements of historical fact may be deemed to be forward-looking statements. Without limiting the foregoing, the words "believe," "anticipate," "plan," "expect," "intend," and similar expressions are intended to identify forward-looking statements, although not all forward-looking statements contain these words.

A number of important factors could cause actual events or our actual results to differ materially from those indicated by such forward-looking statements. These factors include, without limitation, those set forth under the captions "Management's Discussion and Analysis of Financial Condition and Results of Operations", "Certain Factors That May Affect Future Results" and "Quantitative and Qualitative Disclosures About Market Risk". The factors discussed herein do not reflect the potential future impact of any mergers, acquisitions or dispositions. We do not assume any obligation to update any forward-looking statements made herein.



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Had compensation expense for the Company's stock plans been recorded consistent with SFAS No. 123, the pro forma net income (loss) and net income (loss) per share would have been as follows for the three months ended March 31:

	2003	2002
	(in thousands, except per-share information)	
Net income (loss) as reported	\$ 3,288	\$ (1,510)
Add: Stock-based employee compensation expense included in reported net income (loss)	—	—
Deduct: Total stock based employee compensation expense determined under fair value based method for all awards, net of tax benefit	644	628
Pro forma net income (loss)	\$ 2,644	(\$ 2,138)
Basic net income (loss) per share:		
As reported	\$ 0.19	\$ (0.09)
Pro forma	\$ 0.15	\$ (0.12)
Diluted net income (loss) per share:		
As reported	\$ 0.18	\$ (0.09)
Pro forma	\$ 0.14	\$ (0.12)

### 3. Contingencies

#### Legal

In March 2000, Freedom Wireless, Inc. filed a suit against the Company and a number of wireless carriers. The suit is being tried in the United States District Court in Massachusetts and alleges that the defendants infringe two patents held by Freedom Wireless, Inc. and seeks damages in an unspecified amount as well as injunctive relief. A ruling that the Company infringed the Freedom Wireless patents could significantly restrict the Company's ability to conduct business. In addition, the Company has an obligation to indemnify the other defendants for damages they may incur with respect to any infringement by the Company's technology. The suit is still in the discovery phase. The Company does not believe that it infringes these patents and believes that the patents are invalid in light of prior art in addition to other meritorious defenses to the action.

In the fourth quarter of 2000, the third quarter of 2001 and the first quarter of 2002, the Company recorded special charges of \$2.6 million, \$3.6 million and \$3.3 million, respectively, principally to accrue for legal expenses estimated by its outside counsel to be incurred in the defense of the patent infringement suit brought by Freedom Wireless. However, due to the lengthy and unpredictable discovery process, which has made it difficult to reasonably estimate legal costs in the Freedom Wireless suit, commencing in the third quarter of 2002, the Company began accounting for costs related to this case as incurred. As a result, in the fourth quarter of 2002 and the first quarter of 2003, the Company recorded a charge of \$998,000 and \$915,000, respectively, primarily for legal expenses incurred for the suit brought by Freedom Wireless.

Since the timing of ongoing court proceedings is not firmly fixed, the Company expects to continue to spend up to approximately \$1 million per quarter for legal costs until the Freedom Wireless matter is resolved. There can be no assurances that the Company's expenses to defend the Freedom Wireless suit will not exceed its estimate. If Freedom Wireless prevails in this case, the amount of damages could be substantial and the Company's business, financial condition and results of operations would be materially adversely affected.

In December 1999, Crystal, Inc., a former supplier of one of the Company's subsidiaries filed a suit against the Company in United States District Court for the Northern District of Iowa. The suit alleged breach of contract, misappropriation of trade secrets, tortious interference with contracts, and fraudulent misrepresentation and sought an injunction and damages in excess of \$1 million. The claims for misappropriation of trade secrets and tortious interference with contracts and the claim for injunction were

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voluntarily dismissed. The court granted summary judgment in favor of the Company on the breach of contract claim. Trial on the remaining claim of fraudulent misrepresentation was scheduled for late May of 2003. On May 1, 2003, the Company entered into a settlement agreement in which the Company agreed to pay \$162,500 to Crystal in exchange for dismissal of the lawsuit. The Company's accrued expenses at March 31, 2003 include amounts to pay this settlement.

From time to time, as a normal incidence of the nature of the Company's business, various claims, charges and litigation are asserted or commenced against the Company arising from, or related to, contractual matters, patents, trademarks, personal injury, and personnel and employment disputes. As to such claims and litigation, the Company can give no assurance that it will prevail. However, the Company does not believe that any of these current matters (other than as disclosed) will have a material adverse effect on its consolidated financial position, although an adverse outcome of any of these matters could have a material adverse effect on its consolidated results of operations or cash flows in future quarters or in the quarter or annual period in which one or more of these matters are resolved.

### Indemnifications

In November 2002, the FASB issued Interpretation No. 45 *Guarantor's Accounting and Disclosure Requirements for Guarantees, Including Indirect Guarantees of Indebtedness of Others* (FIN 45), which requires certain guarantees to be recorded at fair value as opposed to the current practice of recording a liability only when a loss is probable and reasonably estimable. FIN 45 also requires a guarantor to make significant new guaranty disclosures, even when the likelihood of making any payments under the guarantee is remote. The Interpretation's initial recognition and initial measurement provisions are applicable on a prospective basis to guarantees issued or modified after December 31, 2002.

The Company has agreed to indemnification provisions in certain of its agreements with customers and its leases of real estate in the ordinary course of its business.

With respect to customer agreements, these provisions generally obligate the Company to indemnify the customer against losses, expenses, liabilities and damages that may be awarded against the customer in the event the Company's systems or services infringe upon a patent or other intellectual property right of a third party. The agreements generally limit the scope of and remedies for such indemnification obligations in certain respects, including but not limited to geographical limitations, the right to replace or modify an infringing product or service, and the right to terminate the agreement and refund a portion of the original purchase price if a remedy is not commercially practical. The Company believes its internal development processes and other policies and practices limit its exposure related to the indemnification provisions of these agreements. In addition, the Company requires its employees to sign confidentiality and rights in work product agreements, which assign the rights to its employees' development work to the Company.

With respect to real estate leases, these indemnification provisions typically apply to claims asserted against the landlord by a third party relating to personal injury and property damage occurring at the leased premises or to certain breaches of the Company's contractual obligations. The term of these indemnification provisions generally survive the termination of the lease, although the exposure is greatest during the lease term and for a short period of time thereafter. The maximum potential amount of future payments that the Company could be required to make under these indemnification provisions is unlimited. The Company has purchased insurance that reduces the amount of such exposure for landlord indemnifications. The Company has never paid any amounts to defend lawsuits or settle claims related to these landlord indemnification provisions. Accordingly, the Company believes the estimated fair value of these indemnification arrangements is minimal.

## 4. Earnings (Loss) Per Share

The following table sets forth the computation of basic and diluted net income (loss) per share for the three months ended (in thousands, except per share amounts):

EX-99.1 3 dex991.htm CHIEF EXECUTIVE OFFICER CERTIFICATION PURSUANT TO 18 U.S.C. SECTION 1350

Exhibit 99.1

**CERTIFICATION PURSUANT TO 18 U.S.C. SECTION 1350,  
AS ADOPTED PURSUANT TO  
SECTION 906 OF THE SARBANES-OXLEY ACT OF 2002**

In connection with the quarterly report on Form 10-Q of Boston Communications Group, Inc. (the "Company") for the period ended March 31, 2003 as filed with the Securities and Exchange Commission on the date hereof (the "Report"), the undersigned, E.Y. Snowden, President and Chief Executive Officer, hereby certifies, pursuant to 18 U.S.C. Section 1350, that:

- (1) the Report fully complies with the requirements of Section 13(a) or 15(d) of the Securities Exchange Act of 1934; and
- (2) the information contained in the Report fairly presents, in all material respects, the financial condition and results of operations of the Company.

A signed original of this written statement required by Section 906 has been provided to Boston Communications Group, Inc., and will be retained by Boston Communications Group, Inc. and furnished to the Securities and Exchange Commission or its staff upon request.

Date: May 15, 2003

/s/ E.Y. SNOWDEN

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E.Y. Snowden  
President and Chief Executive Officer

EX-99.2 4 dex992.htm CHIEF FINANCIAL OFFICER CERTIFICATION PURSUANT TO 18 U.S.C. SECTION 1350

Exhibit 99.2

**CERTIFICATION PURSUANT TO 18 U.S.C. SECTION 1350,  
AS ADOPTED PURSUANT TO  
SECTION 906 OF THE SARBANES-OXLEY ACT OF 2002**

In connection with the quarterly report on Form 10-Q of Boston Communications Group, Inc. (the "Company") for the period ended March 31, 2003 as filed with the Securities and Exchange Commission on the date hereof (the "Report"), the undersigned, Karen A. Walker, Vice President, Finance and Administration and Chief Financial Officer, hereby certifies, pursuant to 18 U.S.C. Section 1350, that:

- (1) the Report fully complies with the requirements of Section 13(a) or 15(d) of the Securities Exchange Act of 1934; and
- (2) the information contained in the Report fairly presents, in all material respects, the financial condition and results of operations of the Company.

A signed original of this written statement required by Section 906 has been provided to Boston Communications Group, Inc., and will be retained by Boston Communications Group, Inc. and furnished to the Securities and Exchange Commission or its staff upon request.

Date: May 15, 2003

/s/ KAREN A. WALKER

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Karen A. Walker  
Vice President, Finance and Administration and Chief Financial Officer



# **Exhibit 16**

**BCGI**  
**BCGI 2<sup>nd</sup> Quarter Earnings Call**  
**Leader, E.Y. Snowden**  
**ID#1556222**  
**07/16/03**

**Date of Transcription: June 7, 2005**

BCGI  
ID#1556222

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Operator:

Good afternoon. My name is Katina and I will be your conference facilitator today. At this time I would like to welcome everyone to the Boston Communications Group Second Quarter 2003 earnings conference call. All lines have been placed on mute to prevent any background noise. After the speaker's remarks there will be a question and answer period. If you would like to ask a question during this time, simply press star then the number one on your telephone keypad. If you would like to withdraw your question, press star and then the number two on your telephone keypad. Thank you.

Mr. Saltzburg you may begin your conference.

Peter Saltzburg:

Thanks. By now you should have all had the chance to view today's press release, but if anyone still needs a copy please call us at 212.445.8453 and request a fax or E-mail alternatively view and download it at Boston Communications Group's corporate web site [www.bcgi.net](http://www.bcgi.net).

On the line with us today are E.Y. Snowden, President and CEO; Karen Walker, Chief Financial Officer of Boston Communications Group.

Please note that management is happy to speak privately with investors and analysts regarding overall strategy, industry trends and historical issues, however more specific questions regarding updates and financial guidance or other material information will only be discussed in widely disseminated press releases or by open conference call such as the one being held today.

I would also like to caution everyone that various remarks that the company might make about the company's future expectations, plans and prospects constitute forward-looking statements for the purposes of the Safe Harbor provisions under the Private Securities Litigation Reform Act of 1995. Actual results may differ materially from those indicated by those forward-looking statements as the result of various important factors, including those discussed in the Form 10-Q for the three months ended March 31, 2003 and Form 10-K for the year ended December 31, 2002, which are on file with the SEC.

**BCGI**  
**ID#1556222**

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In addition any forward-looking statements represent our view only as of today and should not be relied upon as representing our views as of any subsequencey [sic]. While we may elect to update forward-looking statements at some point in the future, we specifically disclaim any obligation to these even if our estimates change and, therefore, you should not rely on these forward-looking statements as representing our views as of any date subsequent to today.

Now without further delay I would like to turn the call over to E.Y. Snowden. Please go ahead E.Y.

E.Y. Snowden:

Thank you Peter and again welcome to Boston Communication Group's Second Quarter 2003 conference call.

We will be talking with you today about another record breaking quarter at BCGI as well as an update on our Verizon Wireless contract negotiations. For the second quarter of 2003 our record results include record GAAP earnings per share of \$0.22; up 183% from the second quarter of last year. Corporate revenues of \$26.4 million; up 53% from second quarter 2002; billing and transaction processing services revenues of \$24.1 million up 68% from a year ago. Average uses per subscriber of 113 minutes per month, up 19% from second quarter '02; and a customer base of 3.58 million subscribers, up 64% from June 30, 2002. As a result of this strong performance the company's financial condition has never been stronger.

As we have stated in public disclosures our contract with Verizon wireless is scheduled to be renegotiated in 2003. During the course of our contract renegotiation we were asked to attend a meeting late Friday afternoon at Verizon Wireless offices and during the meeting we were given a formal request intended to become an addendum to our contract to provide support services to assist Verizon Wireless in testing its own internal prepaid platform in 2004.

While they did not intend to make a public announcement of this, they stated that we were free to, as long as they approved any language we would use. Today we received that approval for the language in this press release.



BCGI  
ID#1556222

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business. I should note that our execution on our move to our second data center in our new building has been first rate and on time. We continue to be very excited and pleased about the infrastructure and resources that our new facilities bring us, as well as the long term positive economics.

Capital expenditures totaled \$8.9 million for the quarter bringing our year-to-date total to \$23.5 million. Our balance sheet continues to remain strong with cash and short term investments of about \$56 million as of June 30<sup>th</sup> and no debt.

Cash increased due to our strong profits as well as a substantial decrease in DSO from 73 days to 64 days at June 30<sup>th</sup>, much better than our expected target and caused by the timing of some large receipts at the end of the quarter.

Our working capital also increased by about \$6 million due principally to accounts payable related to capital purchases that were received near the end of the quarter and not yet paid for.

I would now like to spend some time talking in more detail about our outlook for the remainder of 2003. As noted in today's release we are increasing our GAAP earnings guidance to \$0.87-\$0.88/share compared with our previous guidance of \$0.78-\$0.80/share. This guidance includes after tax quarterly legal charges of approximately \$0.03/share until the Freedom Wireless matter is resolved.

We remain confident that we do not infringe the Freedom Wireless patents and that the patents are invalid and unenforceable in light of prior art and other reasons. At the appropriate time we expect to file summary judgment motions, but the specific timing as to when motions can be filed and then decided upon is not definitive. We believe that our case continues to progress well and there has been no change to our position in the case.

For the third quarter of '03 we expect GAAP earnings to range between \$0.23 and \$0.24/share including the legal charges of \$0.03/share. This guidance reflects growth and BTPS, which is tempered by our traditional seasonally slow third quarter. Our guidance also continues to reflect our investment in our payment services business. Our revised guidance reflects expected year-

**BCGI**  
**ID#1556222**

**Page 18**

Carlo Kinnell: I had some questions on the lawsuit. Is Verizon currently named in this Freedom Wireless lawsuit?

Karen Walker: They and a number of our carrier customers are yes.

Carlo Kinnell: Could you summarize some of the other carriers that are named?

Karen Walker: Oh I believe Verizon, Cingular, AT&T Wireless. I think Rogers AT&T was removed from the case. Those are the big ones Carlo.

E.Y. Snowden: I recall the case dated three years ago and I think they in essence looked at our customer list and named everyone they saw.

Carlo Kinnell: In your estimation with their internalization, the prepaid system, increase or decrease the merit of their defense?

E.Y. Snowden: It is not really appropriate for us to comment on the case broadly. Only this I will say, which is I think a fair public statement that as we have been battling this lawsuit it has been on the fundamental premise that our counsel and even other counsel we have retained to research this issue has found that in fact we don't infringe these patents. And not only do we not infringe them, but they are invalid in light of priority, etc. The non-infringement is based upon the definition of the patent's claim. If we lose this suit it could only be because a court upholds a definition for those claims that is broader than what our counsel believes to be the case. And if that broader definition in fact were supported in the lawsuit, there isn't a prepaid platform that uses switches to help route calls for prepaid treatment that wouldn't be subject to a patent.

Carlo Kinnell: Thus far in the discovery are you finding that the claims by Freedom are discriminatory, in other words, AT&T potential amount would be ten times that of BCGI, do you have any knowledge to that effect?

Karen Walker: I am not aware of anything of that nature.

Carlo Kinnell: Okay and a separate question: do you have any estimation of the capital expenditure that Verizon has spent to develop this fledging system and what they might have to spend to replicate what BCGI has spent?

# **Exhibit 17**

10-Q 1 d10q.htm FORM 10-Q

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**SECURITIES AND EXCHANGE COMMISSION**  
Washington, D.C. 10549

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**FORM 10-Q**

☒ **QUARTERLY REPORT PURSUANT TO SECTION 13 OR 15(D) OF THE SECURITIES EXCHANGE ACT OF 1934**

For the quarterly period ended June 30, 2003

or

☐ **TRANSITION REPORT PURSUANT TO SECTION 13 OR 15(D) OF THE SECURITIES EXCHANGE ACT OF 1934**

Commission file number: 0-28432

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**Boston Communications Group, Inc.**

(Exact name of registrant as specified in its charter)

**Massachusetts**  
(State or other jurisdiction  
of incorporation or organization)

**04-3026859**  
(I.R.S. Employer  
Identification No.)

**100 Sylvan Road, Woburn, Massachusetts 01801**  
(Address of principal executive offices)

**Registrant's telephone number, including area code: (781) 904-5000**  
(Former name, former address, former fiscal year, if changed since last report)

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Indicate by check mark whether the registrant (1) has filed all reports required to be filed by Section 13 or 15(d) of the Securities Exchange Act of 1934 during the preceding 12 months (or for such shorter period that the registrant was required to file such reports), and (2) has been subject to such filing requirements for the past 90 days. Yes ☒ No ☐

Indicate by check mark whether the registrant is an accelerated filer (as defined in Exchange Act Rule 12b-2)  
YES ☒ NO ☐

Indicate the number of shares outstanding of each of the issuer's classes of common stock as of the latest practicable date.

As of August 6, 2003 the Company had outstanding 18,191,335 shares of common stock, \$.01 par value per share.

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This Quarterly Report contains forward-looking statements, within the meaning of the Private Securities Litigation Reform Act of 1995, that involve risks and uncertainties, including without limitation, statements regarding annual earnings per share, our continued investment in our payment services business, the expected increase in subscriber base, average monthly billed minutes of use per subscriber (includes minutes of use processed by our platform from which we earn revenues), growth of our billing and transaction processing services revenues, pricing discounts for carriers, billing and transaction processing services gross margins, decreases in roaming services revenues, engineering, research and development expenditures, sales and marketing expenses, general and administrative expenses, legal expenses for the Freedom Wireless lawsuit, increases in depreciation and amortization expense, decreases in interest income and additional capital investments. These statements are based on the current beliefs and assumptions of management.

Any statements contained herein that are not statements of historical fact may be deemed to be forward-looking statements. Without limiting the foregoing, the words "believe," "anticipate," "plan," "expect," "intend," and similar expressions are intended to identify forward-looking statements, although not all forward-looking statements contain these words.

A number of important factors could cause actual events or our actual results to differ materially from those indicated by such forward-looking statements. These factors include, without limitation, those set forth under the captions "Management's Discussion and Analysis of Financial Condition and Results of Operations", "Certain Factors That May Affect Future Results" and "Quantitative and Qualitative Disclosures About Market Risk". The factors discussed herein do not reflect the potential future impact of any mergers, acquisitions or dispositions. We do not assume any obligation to update any forward-looking statements made herein.

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Issued to Employees" (APB 25) and related Interpretations in accounting for its stock-based compensation plans, rather than the alternative fair value method under Statement of Financial Accounting Standards No. 123, "Accounting for Stock-Based Compensation (FAS 123)." Under APB 25, since the exercise price of options granted under these plans equals the fair market price of the underlying stock on the date of grant, the Company recognizes no compensation expense for stock option grants.

Had compensation expense for the Company's stock plans been recorded consistent with FAS 123, the pro forma net income (loss) and net income (loss) per share would have been as follows for the three and six months ended June 30:

	Three months ended June 30,		Six months ended June 30,	
	2003	2002	2003	2002
Net income (loss) as reported	\$4,087	\$1,445	\$7,375	\$ (65)
Add: Stock-based employee compensation expense included in reported net income (loss)	—	—	—	—
Deduct: Total stock based employee compensation expense determined under fair value based method for all awards, net of tax benefit	655	620	1,299	1,248
Pro forma net income (loss) per share:	\$3,432	\$ 825	\$6,074	\$(1,313)
Basic net income (loss) per share:				
As reported	\$ 0.23	\$ 0.08	\$ 0.42	\$ 0.00
Pro forma	\$ 0.19	\$ 0.05	\$ 0.34	\$ (0.08)
Diluted net income (loss) per share:				
As reported	\$ 0.22	\$ 0.08	\$ 0.40	\$ 0.00
Pro forma	\$ 0.18	\$ 0.05	\$ 0.33	\$ (0.08)

### 3. Contingencies

#### Legal

In March 2000, Freedom Wireless, Inc. filed a suit against the Company and a number of wireless carriers. The suit is being tried in the United States District Court in Massachusetts and alleges that the defendants infringe two patents held by Freedom Wireless, Inc. and seeks damages in an unspecified amount as well as injunctive relief. A ruling that the Company infringed the Freedom Wireless patents could significantly restrict the Company's ability to conduct business. In addition, the Company has an obligation to indemnify the other defendants for damages they may incur with respect to any infringement by the Company's technology. The suit is still in the discovery phase. The Company does not believe that it infringes these patents and believes that the patents are invalid in light of prior art and other reasons.

In the fourth quarter of 2000, the third quarter of 2001 and the first quarter of 2002, the Company recorded special charges of \$2.6 million, \$3.6 million and \$3.3 million, respectively, principally to accrue for legal expenses estimated by its outside counsel to be incurred in the defense of the patent infringement suit brought by Freedom Wireless. However, due to the lengthy and unpredictable proceedings, which has made it difficult to reasonably estimate legal costs in the Freedom Wireless suit, commencing in the third quarter of 2002, the Company began accounting for costs related to this case as incurred. As a result, in the fourth quarter of 2002, the first quarter of 2003 and the second quarter of 2003, the Company recorded charges of \$998,000, \$915,000 and \$725,000, respectively, primarily for legal expenses incurred for the suit brought by Freedom Wireless.

Since the timing of ongoing court proceedings is not firmly fixed, the Company expects to continue to spend up to approximately \$1 million per quarter for legal costs until the Freedom Wireless matter is resolved.

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There can be no assurances that the Company's expenses to defend the Freedom Wireless suit will not exceed its estimate. If Freedom Wireless prevails in this case, the amount of damages could be substantial and the Company's business, financial condition and results of operations would be materially adversely affected.

From time to time, as a normal incidence of the nature of the Company's business, various claims, charges and litigation are asserted or commenced against the Company arising from, or related to, contractual matters, patents, trademarks, personal injury, and personnel and employment disputes. As to such claims and litigation, the Company can give no assurance that it will prevail. However, the Company does not believe that any of these current matters (other than those matters that have been specifically disclosed by the Company in its SEC filings) will have a material adverse effect on its consolidated financial position, although an adverse outcome of any of these matters could have a material adverse effect on its consolidated results of operations or cash flows in future quarters or in the quarter or annual period in which one or more of these matters are resolved.

### Indemnifications

In November 2002, the FASB issued Interpretation No. 45 *Guarantor's Accounting and Disclosure Requirements for Guarantees, Including Indirect Guarantees of Indebtedness of Others* (FIN 45), which requires certain guarantees to be recorded at fair value as opposed to the previous practice of recording a liability only when a loss is probable and reasonably estimable. FIN 45 also requires a guarantor to make significant new guaranty disclosures, even when the likelihood of making any payments under the guarantee is remote. The Interpretation's initial recognition and initial measurement provisions are applicable on a prospective basis to guarantees issued or modified after December 31, 2002.

The Company has agreed to indemnification provisions in certain of its agreements with customers and its leases of real estate in the ordinary course of its business.

With respect to customer agreements, these provisions generally obligate the Company to indemnify the customer against losses, expenses, liabilities and damages that may be awarded against the customer in the event the Company's systems or services infringe upon a patent or other intellectual property right of a third party. The agreements generally limit the scope of and remedies for such indemnification obligations in certain respects, including but not limited to geographical limitations and the right to replace or modify an infringing product or service. The Company believes its internal development processes and other policies and practices limit its exposure related to the indemnification provisions of these agreements. Accordingly, the Company believes the estimated fair value of these indemnification arrangements is minimal.

With respect to real estate leases, these indemnification provisions typically apply to claims asserted against the landlord by a third party relating to personal injury and property damage occurring at the leased premises or to certain breaches of the Company's contractual obligations. The term of these indemnification provisions generally survive the termination of the lease, although the exposure is greatest during the lease term and for a short period of time thereafter. The maximum potential amount of future payments that the Company could be required to make under these indemnification provisions is unlimited. The Company has purchased insurance that reduces the amount of such exposure for landlord indemnifications. The Company has never paid any amounts to defend lawsuits or settle claims related to these landlord indemnification provisions. Accordingly, the Company believes the estimated fair value of these indemnification arrangements is minimal.

## **4. Earnings Per Share**

The following table sets forth the computation of basic and diluted net income per share for:

EX-31.1 4 dex311.htm CERTIFICATION OF CHIEF EXECUTIVE OFFICER  
Exhibit 31.1

CERTIFICATIONS

E. Y. Snowden, certify that:

1. I have reviewed this quarterly report on Form 10-Q of Boston Communications Group, Inc.;
2. Based on my knowledge, this quarterly report does not contain any untrue statement of a material fact or omit to state a material fact necessary to make the statements made, in light of the circumstances under which such statements were made, not misleading with respect to the period covered by this quarterly report;
3. Based on my knowledge, the financial statements, and other financial information included in this quarterly report, fairly present in all material respects the financial condition, results of operations and cash flows of the registrant as of, and for, the periods presented in this quarterly report;
4. The registrant's other certifying officer and I are responsible for establishing and maintaining disclosure controls and procedures (as defined in Exchange Act Rules 13a-15(e) and 15d-15(e)) for the registrant and have:
  - a) Designed such disclosure controls and procedures, or caused such disclosure controls and procedures to be designed under our supervision, to ensure that material information relating to the registrant, including its consolidated subsidiaries, is made known to us by others within those entities, particularly during the period in which this quarterly report is being prepared;
  - b) [Paragraph omitted in accordance with SEC transition instructions contained in SEC Release 34-47986]
  - c) Evaluated the effectiveness of the registrant's disclosure controls and procedures and presented in this report our conclusions about the effectiveness of the disclosure controls and procedures as of the end of the period covered by this report based on such evaluation; and
  - c) Disclosed in this report any change in the registrant's internal control over financial reporting that occurred during the registrant's most recent fiscal quarter (the registrant's fourth fiscal quarter in the case of an annual report) that has materially affected, or is reasonable to materially affect, the registrant's internal control over financial reporting; and
5. The registrant's other certifying officer and I have disclosed, based on our most recent evaluation of internal control over financial reporting, to the registrant's auditors and the audit committee of the registrant's board of directors (or persons performing the equivalent function):
  - a) all significant deficiencies and material weaknesses in the design or operation of internal control over financial reporting which are reasonably likely to adversely affect the registrant's ability to record, process, summarize and report financial information; and
  - b) any fraud, whether or not material, that involves management or other employees who have a significant role in the registrant's internal control over financial reporting.

Date: August 14, 2003

/s/ E. Y. Snowden

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E. Y. Snowden  
President and Chief Executive Officer



EX-31.2 5 dex312.htm CERTIFICATION OF CHIEF FINANCIAL OFFICER

Exhibit 31.2

I, Karen A. Walker, certify that:

1. I have reviewed this quarterly report on Form 10-Q of Boston Communications Group, Inc.;
2. Based on my knowledge, this quarterly report does not contain any untrue statement of a material fact or omit to state a material fact necessary to make the statements made, in light of the circumstances under which such statements were made, not misleading with respect to the period covered by this quarterly report;
3. Based on my knowledge, the financial statements, and other financial information included in this quarterly report, fairly present in all material respects the financial condition, results of operations and cash flows of the registrant as of, and for, the periods presented in this quarterly report; registrant as of, and for, the periods presented in this quarterly report;
4. The registrant's other certifying officer and I are responsible for establishing and maintaining disclosure controls and procedures (as defined in Exchange Act Rules 13a-15(e) and 15d-15(e)) for the registrant and have:
  - a) Designed such disclosure controls and procedures, or caused such disclosure controls and procedures to be designed under our supervision, to ensure that material information relating to the registrant, including its consolidated subsidiaries, is made known to us by others within those entities, particularly during the period in which this quarterly report is being prepared;
  - b) [Paragraph omitted in accordance with SEC transition instructions contained in SEC Release 34-47986]
  - c) Evaluated the effectiveness of the registrant's disclosure controls and procedures and presented in this report our conclusions about the effectiveness of the disclosure controls and procedures as of the end of the period covered by this report based on such evaluation; and
  - c) Disclosed in this report any change in the registrant's internal control over financial reporting that occurred during the registrant's most recent fiscal quarter (the registrant's fourth fiscal quarter in the case of an annual report) that has materially affected, or is reasonable to materially affect, the registrant's internal control over financial reporting; and
5. The registrant's other certifying officer and I have disclosed, based on our most recent evaluation of internal control over financial reporting, to the registrant's auditors and the audit committee of the registrant's board of directors (or persons performing the equivalent function):
  - a) all significant deficiencies and material weaknesses in the design or operation of internal control over financial reporting which are reasonably likely to adversely affect the registrant's ability to record, process, summarize and report financial information; and
  - b) any fraud, whether or not material, that involves management or other employees who have a significant role in the registrant's internal control over financial reporting.

Date: August 14, 2003

/s/ Karen A. Walker

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Karen A. Walker  
Vice President, Finance and Administration and  
Chief Financial Officer

EX-32 6 dex32.htm CERTIFICATION OF CHIEF EXECUTIVE OFFICER AND CHIEF FINANCIAL OFFICER

Exhibit 32

CERTIFICATION PURSUANT TO 18 U.S.C. SECTION 1350,  
AS ADOPTED PURSUANT TO  
SECTION 906 OF THE SARBANES-OXLEY ACT OF 2002

In connection with the quarterly report on Form 10-Q of Boston Communications Group, Inc. (the "Company") for the period ended June 30, 2003 as filed with the Securities and Exchange Commission on the date hereof (the "Report"), the undersigned, E.Y. Snowden, President and Chief Executive Officer, and Karen A. Walker, Vice President, Finance and Administration and Chief Financial Officer, hereby certify, pursuant to 18 U.S.C. Section 1350, that:

(1) the Report fully complies with the requirements of Section 13(a) or 15(d) of the Securities Exchange Act of 1934; and

(2) the information contained in the Report fairly presents, in all material respects, the financial condition and results of operations of the Company.

Date: August 14, 2003

/s/ E.Y. Snowden

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E.Y. Snowden  
President and Chief Executive Officer

Date: August 14, 2003

/s/ Karen A. Walker

---

Karen A. Walker  
Vice President, Finance and Administration and  
Chief Financial Officer

A signed original of this written statement required by Section 906 has been provided to Boston Communications Group, Inc., and will be retained by Boston Communications Group, Inc. and furnished to the Securities and Exchange Commission or its staff upon request.

# **Exhibit 18**

**BCGI  
BCGI Third Quarter Earnings Call  
Leader, Dan Brosnan  
ID# 3127195  
10/15/03**

**Date of Transcription: October 17, 2003**



BCGI  
ID# 3127195

Page 2

Operator:

Good afternoon. My name is Leshaunda, and I will be your conference facilitator today. At this time I would like to welcome everyone to the BCGI Third Quarter Earnings Conference Call. All lines have been placed on mute to prevent any background noise. After the speakers' remarks, there will be a question and answer period. If you would like to ask a question during this time, simply press star (\*), then the number one on your telephone keypad. If you would like to withdraw your question, press the pound (#) key.

Thank you, Mr. Seltzberg. You may begin your conference.

Mr. Seltzberg:

Good afternoon. By now you should have all had a chance to view today's press release, but if anyone still needs a copy, please call us at (212) 445-8453 and request a fax or email. Alternatively, view and download it at the Boston Communications corporate web site, [www.BCGI.net](http://www.BCGI.net). On the line today are E.Y. Snowden, president and CEO; Karen Walker, chief financial officer of Boston Communication Group.

Please note that management is happy to speak privately with investors and analysts regarding overall strategy, industry trends, and historical issues; however, more specific questions regarding updates on financial guides or other material information will only be discussed on widely disseminated press releases or by open conference calls, such as the one being held today. I'd also like to caution everyone that various remarks that the Company may make about the Company's future expectations, plans, and prospects constitute forward-looking statements for purposes of the Safe Harbor Provision under the Private Securities Litigation Reform Act of '95. Actual results may differ materially from those indicated by those forward-looking statements as a result of various important facts, including those discussed in the Form 10-Q for the three months ended June 30<sup>th</sup>, 2003, and Form 10-K for the year ended December 31<sup>st</sup>, 2002, which are on file with the SEC.

In addition, any forward-looking statements represent our views only as of today and should not be relied upon as representing our views as of any subsequent date. While we may elect to update forward-looking statements at some point in the future, we specifically disclaim any obligation to do so, even if our estimates change and therefore you should rely – you should not rely on those forward-looking statements as representing our views as of

BCGI  
ID# 3127195

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any date subsequent to today.

And now without further delay, I'd like to now turn the call over to E.Y. Snowden. Please go ahead, E.Y.

Mr. Snowden:

Thank you, Peter. Again, welcome to Boston Communication Group's third quarter 2003 conference call. We're pleased to be talking with you today about coming out of the seasonally slowest part of the year with our third consecutive quarter of record breaking earnings and another quarter of record breaking revenue. Our GAAP earnings per share of \$0.23 were up 183% over the prior year's third quarter. Corporate revenues of 27.5 million were up 59% over the third quarter of 2002, and this translated directly into 5.2 million of free cash flow, bolstering BCGI's already strong balance sheet to record financial strength of 61.5 million in cash and investments.

The historically weak seasonality of the third quarter of the year was evident in our net subscriber growth. While we had anticipated somewhat lower gross adds and higher churn due to the seasonality and had given modest net subscriber addition guidance for the quarter, this quarter's average monthly churn rate of 9.6% was higher than expected. Up from 8.0% last quarter, the increased churn had the results of offsetting the expected net additions, causing our subscriber count to remain flat at 3.58 million. This churn rate was still below last year's third quarter of 9.7% per month, but we believe our expectations for further improvement this summer were affected by the prolonged holiday gross adds that took place throughout the first quarter of this year and their related lagged churn.

To understand the impact this had with a subscriber base of nearly 3.6 million, if the churn rate this quarter had increased from 8% to, say, 9% instead of 9.6%, we would have had over 60,000 net adds, well within our guidance.

Just as in the last two years, the summer season's effect on usage caused our average billed minutes of use per subscriber to remain flat with the second quarter, this year at 113 per month. That usage is up 19% over the same period a year ago, continuing to

**BCGI**  
**ID# 3127195**

**Page 7**

\$10 million, principally from cash generated from operations. Now I'd like to spend some time talking in more detail about our outlook for the fourth quarter. At this time we will not be providing annual guidance for 2004; however, we will be providing quarterly guidance until we gain more clarity on our Verizon relationship and announce new business opportunities.

As noted in today's release, we are reiterating our 2003 GAAP earnings guidance of 87 to \$0.88 a share. This guidance includes after-tax legal charges of approximately 13 to \$0.14 per share. For the fourth quarter of 2003 we expect GAAP earnings to range between 24 and \$0.25 a share, including legal charges of approximately three to \$0.04 a share. We expect that our growth in earnings will continue to be generated from our BTPS products and will be offset by a more typical quarter of revenues and profits in our systems business.

Although our legal expenses for Freedom Wireless were higher due to the timing of certain procedures that took place during the quarter, on average we have incurred about what we expected at a million dollars per quarter year to date.

Going forward, we expect to continue to incur on average about a million dollars per quarter; however, the expense will likely continue to vary from quarter to quarter depending upon the procedures that take place in any given quarter. Accordingly, we expect that Q4 legal charges will range between three and \$0.04 a share.

Furthermore, we continue to remain confident that we do not infringe the Freedom Wireless patents and that the patents are invalid and unenforceable in light of prior art and other reasons. We believe that our case continues to progress well, and there has been no change to our position on the case.

Our guidance continues to reflect year-over-year growth in BTPS revenues of approximately 60%. Due to the lower than expected subscriber additions in Q3 and our belief that several of our carrier customers may allocate more of their marketing dollars on wireless number portability promotions, we feel it is prudent to adjust our

# **Exhibit 19**



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**SECURITIES AND EXCHANGE COMMISSION**  
Washington, D.C. 10549

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**FORM 10-Q**

☒ **QUARTERLY REPORT PURSUANT TO SECTION 13 OR 15(d) OF THE SECURITIES EXCHANGE ACT OF 1934**

For the quarterly period ended September 30, 2003

OR

☐ **TRANSITION REPORT PURSUANT TO SECTION 13 OR 15(d) OF THE SECURITIES EXCHANGE ACT OF 1934**

Commission file number: 0-28432

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**Boston Communications Group, Inc.**

(Exact name of registrant as specified in its charter)

Massachusetts  
(State or other jurisdiction of  
incorporation or organization)

04-3026859  
(I.R.S. Employer  
Identification No.)

100 Sylvan Road, Woburn, Massachusetts 01801  
(Address of principal executive offices)

Registrant's telephone number, including area code: (781) 904-5000

(Former name, former address, former fiscal year, if changed since last report)

---

Indicate by check mark whether the registrant (1) has filed all reports required to be filed by Section 13 or 15(d) of the Securities Exchange Act of 1934 during the preceding 12 months (or for such shorter period that the registrant was required to file such reports), and (2) has been subject to such filing requirements for the past 90 days. Yes ☒ No ☐

Indicate by check mark whether the registrant is an accelerated filer (as defined in Exchange Act Rule 12b-2) Yes ☒ No ☐

Indicate the number of shares outstanding of each of the issuer's classes of common stock as of the latest practicable date.

As of November 3, 2003 the Company had outstanding 18,520,890 shares of common stock, \$.01 par value per share.

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This Quarterly Report contains forward-looking statements, within the meaning of the Private Securities Litigation Reform Act of 1995, that involve risks and uncertainties, including without limitation, growth of our billing and transaction processing services revenues, billing and transaction processing services gross margin, roaming services revenues, prepaid systems gross margin, engineering, research and development expenditures, sales and marketing expenses, general and administrative expenses, additional capital investments, legal expenses for the Freedom Wireless, Inc. (Freedom Wireless) lawsuit and the belief that the Company does not infringe on the Freedom Wireless patents. These statements are based on the current beliefs and assumptions of management.

Any statements contained herein that are not statements of historical fact may be deemed to be forward-looking statements. Without limiting the foregoing, the words "believe," "anticipate," "plan," "expect," "intend," and similar expressions are intended to identify forward-looking statements, although not all forward-looking statements contain these words.

A number of important factors could cause actual events or our actual results to differ materially from those indicated by such forward-looking statements. These factors include, without limitation, those set forth under the captions "Management's Discussion and Analysis of Financial Condition and Results of Operations", "Certain Factors That May Affect Future Results" and "Quantitative and Qualitative Disclosures About Market Risk". The factors discussed herein do not reflect the potential future impact of any mergers, acquisitions or dispositions. We do not assume any obligation to update any forward-looking statements made herein.

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### Stock Based Compensation

The Company has elected to follow Accounting Principles Board Opinion No. 25, "Accounting for Stock Issued to Employees" (APB 25) and related Interpretations in accounting for its stock-based compensation plans, rather than the alternative fair value method under Statement of Financial Accounting Standards No. 123, "Accounting for Stock-Based Compensation (FAS 123)." Under APB 25, since the exercise price of options granted under these plans equals the fair market price of the underlying stock on the date of grant, the Company recognizes no compensation expense for stock option grants.

Had compensation expense for the Company's stock plans been recorded consistent with FAS 123, the pro forma net income and net income per share would have been as follows:

	Three months ended September 30,		Nine months ended September 30,	
	2003	2002	2003	2002
Net income as reported	\$ 4,294	\$ 1,516	\$ 11,669	\$ 1,451
Add: Stock-based employee compensation expense included in reported net income		—		—
Deduct: Total stock based employee compensation expense determined under fair value based method for all awards, net of tax benefit	(655)	(626)	(1,954)	(1,878)
Pro forma net income (loss) per share:	\$ 3,639	\$ 890	\$ 9,715	\$ (427)
Basic net income (loss) per share:				
As reported	\$ 0.24	\$ 0.09	\$ 0.65	\$ 0.08
Pro forma	\$ 0.20	\$ 0.05	\$ 0.54	\$ (0.03)
Diluted net income (loss) per share:				
As reported	\$ 0.23	\$ 0.09	\$ 0.62	\$ 0.08
Pro forma	\$ 0.19	\$ 0.05	\$ 0.52	\$ (0.02)

### 3. Contingencies

#### Legal

In March 2000, Freedom Wireless, Inc. (Freedom Wireless) filed a suit against the Company and a number of wireless carriers. The suit is being tried in the United States District Court in Massachusetts and alleges that the defendants infringe two patents held by Freedom Wireless and seeks damages in an unspecified amount as well as injunctive relief. A ruling that the Company infringed the Freedom Wireless patents could significantly restrict the Company's ability to conduct business. In addition, the Company has an obligation to indemnify the other defendants for damages they may incur with respect to any infringement by the Company's technology. The suit is still in the discovery phase. The Company does not believe that it infringes these patents and believes that the patents are invalid in light of prior art and other reasons.

In the fourth quarter of 2000, the third quarter of 2001 and the first quarter of 2002, the Company recorded special charges of \$2.6 million, \$3.6 million and \$3.3 million, respectively, principally to accrue for legal expenses estimated by its outside counsel to be incurred in the defense of the patent infringement suit brought by Freedom Wireless. However, due to the lengthy and unpredictable proceedings, which had made it difficult to reasonably estimate legal costs in the Freedom Wireless suit, commencing in the third quarter of 2002, the Company began accounting for costs related to this case as incurred. As a result, for the three and nine-month period ended September 30, 2003, the Company recorded charges of \$1.4 million and \$3.0 million, respectively, primarily for legal expenses incurred for the suit brought by Freedom Wireless.

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The Company expects to incur additional legal costs until the Freedom Wireless matter is resolved. However, this cost will likely continue to vary from quarter to quarter, depending on the timing of proceedings. If Freedom Wireless prevails in this case, the amount of damages could be substantial and the Company's business, financial condition and results of operations would be materially adversely affected.

From time to time, as a normal incidence of the nature of the Company's business, various claims, charges and litigation are asserted or commenced against the Company arising from, or related to, contractual matters, patents, trademarks, personal injury, and personnel and employment disputes. As to such claims and litigation, the Company can give no assurance that it will prevail. However, the Company does not believe that any of these current matters (other than the Freedom Wireless matter discussed above) will have a material adverse effect on its consolidated financial position, although an adverse outcome of any of these matters could have a material adverse effect on its consolidated results of operations or cash flows in future quarters or in the quarter or annual period in which one or more of these matters are resolved.

### Indemnifications

In November 2002, the Financial Accounting Standards Board (FASB) issued Interpretation No. 45, "Guarantor's Accounting and Disclosure Requirements for Guarantees, Including Indirect Guarantees of Indebtedness of Others" (FIN 45), which requires certain guarantees to be recorded at fair value as opposed to the previous practice of recording a liability only when a loss is probable and reasonably estimable. FIN 45 also requires a guarantor to make significant new guaranty disclosures, even when the likelihood of making any payments under the guarantee is remote.

The Company has agreed to indemnification provisions in certain of its agreements with customers and its leases of real estate in the ordinary course of its business.

With respect to customer agreements, these provisions generally obligate the Company to indemnify the customer against losses, expenses, liabilities and damages that may be awarded against the customer in the event the Company's systems or services infringe upon a patent or other intellectual property right of a third party. The agreements generally limit the scope of and remedies for such indemnification obligations in certain respects, including but not limited to geographical limitations and the right to replace or modify an infringing product or service. The Company believes its internal development processes and other policies and practices limit its exposure related to the indemnification provisions of these agreements. To date, the Company has not had to reimburse any of its customers for any losses related to these indemnifications and no material claims are outstanding as of September 30, 2003.

With respect to real estate leases, these indemnification provisions typically apply to claims asserted against the landlord by a third party relating to personal injury and property damage occurring at the leased premises or to certain breaches of the Company's contractual obligations. The term of these indemnification provisions generally survive the termination of the lease, although the exposure is greatest during the lease term and for a short period of time thereafter. The maximum potential amount of future payments that the Company could be required to make under these indemnification provisions is unlimited. The Company has purchased insurance that reduces the amount of such exposure for landlord indemnifications. The Company has never paid any amounts to defend lawsuits or settle claims related to these landlord indemnification provisions. Accordingly, the Company believes the estimated fair value of these indemnification arrangements is minimal.



EX-31.1 3 dex311.htm CERTIFICATION OF CHIEF EXECUTIVE OFFICER PURSUANT TO RULE 13A-14(A)

Exhibit 31.1

CERTIFICATIONS

I, E. Y. Snowden, certify that:

1. I have reviewed this quarterly report on Form 10-Q of Boston Communications Group, Inc.;
2. Based on my knowledge, this quarterly report does not contain any untrue statement of a material fact or omit to state a material fact necessary to make the statements made, in light of the circumstances under which such statements were made, not misleading with respect to the period covered by this quarterly report;
3. Based on my knowledge, the financial statements, and other financial information included in this quarterly report, fairly present in all material respects the financial condition, results of operations and cash flows of the registrant as of, and for, the periods presented in this quarterly report;
4. The registrant's other certifying officer and I are responsible for establishing and maintaining disclosure controls and procedures (as defined in Exchange Act Rules 13a-15(e) and 15d-15(e)) for the registrant and have:
  - a) Designed such disclosure controls and procedures, or caused such disclosure controls and procedures to be designed under our supervision, to ensure that material information relating to the registrant, including its consolidated subsidiaries, is made known to us by others within those entities, particularly during the period in which this quarterly report is being prepared;
  - b) [Paragraph omitted in accordance with SEC transition instructions contained in SEC Release 34-47986]
  - c) Evaluated the effectiveness of the registrant's disclosure controls and procedures and presented in this report our conclusions about the effectiveness of the disclosure controls and procedures as of the end of the period covered by this report based on such evaluation; and
  - c) Disclosed in this report any change in the registrant's internal control over financial reporting that occurred during the registrant's most recent fiscal quarter (the registrant's fourth fiscal quarter in the case of an annual report) that has materially affected, or is reasonable to materially affect, the registrant's internal control over financial reporting; and
5. The registrant's other certifying officer and I have disclosed, based on our most recent evaluation of internal control over financial reporting, to the registrant's auditors and the audit committee of the registrant's board of directors (or persons performing the equivalent functions):
  - a) all significant deficiencies and material weaknesses in the design or operation of internal control over financial reporting which are reasonably likely to adversely affect the registrant's ability to record, process, summarize and report financial information; and
  - b) any fraud, whether or not material, that involves management or other employees who have a significant role in the registrant's internal control over financial reporting.

Date: November 14, 2003

/s/ E. Y. Snowden

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E. Y. Snowden  
President and Chief Executive Officer

EX-31.2 4 dex312.htm CERTIFICATION OF CHIEF FINANCIAL OFFICER PURSUANT TO RULE 13A-14  
(A)

Exhibit 31.2

, Karen A. Walker, certify that:

1. I have reviewed this quarterly report on Form 10-Q of Boston Communications Group, Inc.;
2. Based on my knowledge, this quarterly report does not contain any untrue statement of a material fact or omit to state a material fact necessary to make the statements made, in light of the circumstances under which such statements were made, not misleading with respect to the period covered by this quarterly report;
3. Based on my knowledge, the financial statements, and other financial information included in this quarterly report, fairly present in all material respects the financial condition, results of operations and cash flows of the registrant as of, and for, the periods presented in this quarterly report; registrant as of, and for, the periods presented in this quarterly report;
4. The registrant's other certifying officer and I are responsible for establishing and maintaining disclosure controls and procedures (as defined in Exchange Act Rules 13a-15(e) and 15d-15(e)) for the registrant and have:
  - a) Designed such disclosure controls and procedures, or caused such disclosure controls and procedures to be designed under our supervision, to ensure that material information relating to the registrant, including its consolidated subsidiaries, is made known to us by others within those entities, particularly during the period in which this quarterly report is being prepared;
  - b) [Paragraph omitted in accordance with SEC transition instructions contained in SEC Release 34-47986]
  - c) Evaluated the effectiveness of the registrant's disclosure controls and procedures and presented in this report our conclusions about the effectiveness of the disclosure controls and procedures as of the end of the period covered by this report based on such evaluation; and
  - c) Disclosed in this report any change in the registrant's internal control over financial reporting that occurred during the registrant's most recent fiscal quarter (the registrant's fourth fiscal quarter in the case of an annual report) that has materially affected, or is reasonable to materially affect, the registrant's internal control over financial reporting; and
5. The registrant's other certifying officer and I have disclosed, based on our most recent evaluation of internal control over financial reporting, to the registrant's auditors and the audit committee of the registrant's board of directors (or persons performing the equivalent functions):
  - a) all significant deficiencies and material weaknesses in the design or operation of internal control over financial reporting which are reasonably likely to adversely affect the registrant's ability to record, process, summarize and report financial information; and
  - b) any fraud, whether or not material, that involves management or other employees who have a significant role in the registrant's internal control over financial reporting.

Date: November 14, 2003

/s/ Karen A. Walker

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Karen A. Walker  
Vice President, Finance and  
Administration and Chief Financial Officer

EX-32 5 dex32.htm CERTIFICATION OF CEO AND CFO PURSUANT TO RULE 13A-14(B)

Exhibit 32

CERTIFICATION PURSUANT TO 18 U.S.C. SECTION 1350,  
AS ADOPTED PURSUANT TO  
SECTION 906 OF THE SARBANES-OXLEY ACT OF 2002

In connection with the quarterly report on Form 10-Q of Boston Communications Group, Inc. (the "Company") for the period ended September 30, 2003 as filed with the Securities and Exchange Commission on the date hereof (the "Report"), the undersigned, E.Y. Snowden, President and Chief Executive Officer, and Karen A. Walker, Vice President, Finance and Administration and Chief Financial Officer, hereby certify, pursuant to 18 U.S.C. Section 1350, that:

- (1) the Report fully complies with the requirements of Section 13(a) or 15(d) of the Securities Exchange Act of 1934; and
- (2) the information contained in the Report fairly presents, in all material respects, the financial condition and results of operations of the Company.

Date: November 14, 2003

/s/ E.Y. Snowden

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E.Y. Snowden  
President and Chief Executive Officer

Date: November 14, 2003

/s/ Karen A. Walker

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Karen A. Walker  
Vice President, Finance and  
Administration and Chief Financial Officer

A signed original of this written statement required by Section 906 has been provided to Boston Communications Group, Inc., and will be retained by Boston Communications Group, Inc. and furnished to the Securities and Exchange Commission or its staff upon request.

# **Exhibit 20**



**BCGI**  
**Leader, E.Y. Snowden**  
**BCGI 4<sup>th</sup> Quarter and Annual Earnings Call**  
**ID #4951184**  
**2/3/04**

**Date of Transcription: February 4, 2004**

**BCGI**  
**ID #4951184**

**Page 2**

Operator:

Good afternoon my name is Miles, and I will be your conference facilitator today. At this time I would like to welcome everyone to the BCGI 4<sup>th</sup> Quarter and Annual Earnings Conference call. All lines have been placed on mute to prevent any background noise. After the speaker's remarks there will be a question and answer period. If you would like to ask a question during this time simply press star then the number one on your telephone keypad. If you would like to withdraw your question press star then the number two on your telephone keypad. I would now like to turn the call over to Mr. Peter Seltzberg, with the financial relations board for opening remarks. Mr. Seltzberg, you may begin.

Peter:

Thanks. Good afternoon, by now you should have had the chance to review today's press release but if anyone still needs a copy please call us at 212-445-8453, and request fax or email alternatively view and download the release the Boston Communications Corporate website, [www.bcgi.net](http://www.bcgi.net). On the line with us today are E.Y. Snowden, President and CEO, and Karen Walker, Chief Financial Officer of Boston Communications Group. Please note that management is happy to speak privately with investors or analyst regarding overall strategy, industry trends, and historical issues. However more specific questions regarding updates and financial guidance or other material information will only be discussed in widely disseminated press releases or via open conference calls such as the one being held today. I'd also like to caution everyone that various remarks the company may make about the company's future expectations, plans, and prospects, constitute forward-looking statements for the purposes of the Safe Harbor Provisions under the Private Securities Litigation Reform Act of 1995. Actual results may differ materially from those indicated by the forward-looking statements and the result of various important factors including those discussed in the Form 10Q for the three months ended September 30, 2003, and Form 10K for the year ended December 31, 2002, which are all on file with the SEC. In addition any forward-looking statements represent our views only as of today and should not be relied upon as [UNINTELLIGIBLE] views as of any subsequent day. While we may elect to update forward-looking statements at some point in the future we specifically disclaim any obligation to do so even if estimates change and therefore you should not rely on these forward-looking statements as representing our views as of any date subsequent to today. Now, without further delay I'd like to

BCGI  
ID #4951184

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turn the call over to E.Y. Snowden Please go ahead, E.Y.

E.Y.:

Thank you Peter. And again welcome to Boston Communication groups Fourth Quarter and Year End 2003 Conference call. We're pleased to be talking with you today about our fourth consecutive quarter of record-breaking earnings and a record-breaking year for BCGI. Our GAAP earnings per share of \$.24 this quarter were up 135% over the prior years fourth quarter. Our 2003 GAAP earnings per share of \$.87 were up 381% over the prior year, and in the days when we would describe proforma earnings excluding legal costs, we would have said we earned \$1.00 per share this year. 2003 corporate revenues of \$103 million were up 46% over 2002, and this translated directly into another of \$5 million of free cash flow for the quarter, bolstering BCGI's already strong balance sheets to record financial strength of \$66.5 million in cash and investments.

Our net subscriber additions on the pre-paid platform for the quarter were \$217,000 slightly ahead of the guidance we provided in October 2003. As we described in our last quarterly conference call we anticipated lower then normal holiday period ads due to many carriers focusing their marketing strategies on attracting and retaining post paid subscribers in the wake of wireless number portability as well as next generation data applications. Our Q4 subscriber growth was aided somewhat by the reduction in our average monthly churn rate to 8.8%, down from 9.6% per month last quarter, and an improvement from the 9.2% per month rate in the fourth quarter a year ago. So for the full year 2003 we added just over 900,000 subscribers, increasing our base 31% from year-end 2002.

Over the course of the past year as we have talked about our strategic initiative to diversify our customer base we have often mentioned Nextel communications in the extraordinary success they have had with the boost mobile lifestyle based brand, targeted toward the youth market in California and Nevada. A few months ago Nextel publicly described the limited geographic expansion of those pre-paid wireless offering in 2004 and today we are happy to announce the signing of a multi-year contract for BCGI to support this expansion. We don't have any other specific customer news to share at this time, and we've not included any other major pre-paid customer wins in our guidance, but the state of the art capabilities of our prepaid platform further enhanced by our recent

BCGI  
ID #4951184

Page 8

Our legal expenses during the quarter for Freedom Wireless were inline with expectations, having incurred a \$1 million in legal costs related to the case. Going forward we expect to continue to incur on average about \$1 million per quarter until the matter is resolved. However the expense may vary from quarter to quarter depending upon the procedures that take place in any give quarter. Accordingly we expect that Q1 '04 legal charges will approximate \$.03 a share. Further more we continue to remain confident that we do not infringe the Freedom Wireless patent, and the patents are invalid and unenforceable in light of prior art and other reasons. We believe that our case continues to progress well and there has been no change to our position on the case. In addition, various summary judgment motions have been filed by both parties in the case and the court is expected to rule on those motions in the normal course of proceedings.

Now I'd like to spend some time talking in more detail about our outlook for the first quarter of 2004. As we noted on our last conference call we will not be providing annual guidance for '04, however we will be providing quarterly guidance until we gain more clarity on our Verizon relationship. We expect the first quarter GAAP earnings to range between \$.19 and \$.21 per share, including legal charges of approximately \$.03 per share. This sequential reduction is principally due to additional costs required to support Nextel's expansion as well as increase investments in R&D and marketing to support our launch of new solutions and features in 2004. We also expect that our consolidated revenues will be consistent with the fourth quarter of 2003. We anticipate that our net subscriber additions in the first quarter will range between \$50,000 and \$100,000 as carriers continue their emphasis on wireless local [UNINTELLIGIBLE] portability and data services. Our average builds MOU's and price per minute are expected to remain consistent with Q4 levels. Additionally we expect a slight decrease in churn. As we ramp up our infrastructure for our new products and the additional markets that Nextel plans to launch we expect that gross margins for BTBS will decrease to about 74% to 75% for the first quarter. We anticipate that ERND, sales and marketing, and G&A expenses will be up over Q4, both in dollar and percentage terms reflecting the investments we have discussed.

Capital expenditures for 2004 are expected to be around \$17 to \$18



# **Exhibit 21**

10-K 1 d10k.htm FOR THE FISCAL YEAR ENDED DECEMBER 31, 2003

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**UNITED STATES  
SECURITIES AND EXCHANGE COMMISSION  
WASHINGTON, D.C. 20549**

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**FORM 10-K**

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☒ **ANNUAL REPORT PURSUANT TO SECTION 13 OR 15(d) OF THE SECURITIES  
EXCHANGE ACT OF 1934**

For the fiscal year ended December 31, 2003

OR

☐ **TRANSITION REPORT PURSUANT TO SECTION 13 OR 15(d) OF THE SECURITIES  
EXCHANGE ACT OF 1934**

Commission File Number 333-4128

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**BOSTON COMMUNICATIONS GROUP, INC.**

(Exact Name of Registrant as Specified in its Charter)

---

**MASSACHUSETTS**  
(State or Other Jurisdiction  
of Incorporation or Organization)

**04-3026859**  
(I.R.S. Employer  
Identification No.)

**100 Sylvan Road, Suite 100, Woburn, Massachusetts**  
(Address of Principal Executive Office)

**01801**  
(Zip Code)

**Registrant's telephone number, including area code: (781) 904-5000**

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**Securities registered pursuant to Section 12(b) of the Act:**  
**None**

**Securities registered pursuant to Section 12(g) of the Act:**  
**Common Stock, par value \$.01 per share**

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Indicate by check mark whether registrant (1) has filed all reports required to be filed by Section 13 or 15(d) of the Securities Exchange Act of 1934 during the preceding 12 months (or for such shorter period that the registrant was required to file such reports), and (2) has been subject to such filing requirements for the past 90 days. YES ☒ NO ☐

Indicate by check mark if disclosure of delinquent filers pursuant to Item 405 of Regulation S-K is not contained herein, and will not be contained, to the best of registrant's knowledge, in definitive proxy or information statements incorporated by reference in Part III of this Form 10-K or any amendment to this Form 10-K. ☐

Indicate by check mark whether the registrant is an accelerated filer (as defined in Exchange Act Rule 12b-2) YES ☒ NO ☐

The approximate aggregate value of the voting stock held by non-affiliates of the registrant, computed by reference to the

the closing sales price of such stock quoted on the Nasdaq National Market on June 28, 2002 was \$123,861,973. The number of shares outstanding of the Registrant's common stock, \$.01 par value per share, as of March 20, 2003 was 17,644,706.

#### **DOCUMENTS INCORPORATED BY REFERENCE**

Portions of registrant's definitive proxy statement for its 2003 Annual Meeting of Stockholders are incorporated by reference into Part III (Items 10, 11, 12 and 13) of this Annual Report on Form 10-K.

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This Annual Report contains forward-looking statements, within the meaning of the Private Securities Litigation Reform Act of 1995, that involve risks and uncertainties, including without limitation, statements regarding:

- Continued diversification of our revenue base;
- Entrance of new competitors in the wireless carrier services market;
- Legal expenses related to the Freedom Wireless, Inc. ("Freedom Wireless") lawsuit;
- Payment of dividends;
- Earnings per share;
- Billing and transaction processing services gross margins;
- Discontinuation of ROAMERplus™ and related consequences;
- Engineering, research and development expenditures;
- Sales and marketing expenses;
- Depreciation and amortization expense;
- Income tax rate;
- Capital expenditures;
- Contributions for the defined benefit plan's assets;
- Financing of investments and contingent considerations payments with cash, short-term investments and cash generated by operations; and
- Continued customer concentration.

These statements are based on the current beliefs and assumptions of management.

Any statements contained herein that are not statements of historical fact may be deemed to be forward-looking statements. Without limiting the foregoing, the words "believe," "anticipate," "plan," "expect," "intend," and similar expressions are intended to identify forward-looking statements, although not all forward-looking statements contain these words.

A number of important factors could cause actual events or actual results to differ materially from those indicated by such forward-looking statements. These factors include, without limitation, those set forth under the captions "Management's Discussion and Analysis of Financial Condition and Results of Operations", "Certain Factors That May Affect Future Results", "Quantitative and Qualitative Disclosures About Market Risk" and those set forth in Items 1 and 3 of Part I of this Annual Report on Form 10-K. The factors discussed herein do not reflect the potential future impact of any mergers, acquisitions or dispositions. We do not assume any obligation to update any forward-looking statements made herein.

## Item 1. BUSINESS

### GENERAL

Boston Communications Group, Inc. ("bcgi") was incorporated in Massachusetts in 1988 and, since 1991, has provided real-time subscriber management and billing solutions to the wireless industry through a combination of proprietary software applications, a carrier-class hosted environment, a voice resource network and a service and support organization. We also provide roaming solutions to the customers of wireless carriers and assemble and sell prepaid systems, primarily internationally.

### HISTORY OF OUR SOLUTIONS

In 1991, we launched our bcgi ROAMERplus™ service. Through this solution, we provided wireless carriers with the ability to better serve their subscribers by offering unregistered roamers the ability to complete calls. This service has



## Item 2. PROPERTIES

We lease space at our principal location in Woburn, Massachusetts and our Westbrook, Maine location. We own the facilities at our Bedford, Massachusetts and Tulsa, Oklahoma locations. Our Woburn location currently houses our billing and transaction processing services data and network operations center, as well as our executive headquarters, engineering and software development, sales and marketing, and administrative personnel. Our Bedford, Massachusetts facility currently serves as our redundant data center site and we expect to relocate our operational and administrative functions to this facility in 2004. We believe this new building and our Woburn facility together will accommodate our anticipated growth and data center space needs for the next several years.

The Westbrook facility houses our support functions for our *bcsi* Voyager Billing and Customer Care solution, including software development and technical support. The Tulsa facility is used for the assembly of systems and houses other support functions for *bcsi* Prepaid Systems, such as software development, product management and sales support. We also have 31 other smaller leased facilities throughout the United States that house a portion of our voice nodes and certain equipment for our network.

The following list comprises our significant leased facilities:

Location	Square Footage	Expiration Date
Woburn, Massachusetts	64,173	October 2004 - February 2006
Westbrook, Maine	10,679	May, 2006

## Item 3. LEGAL PROCEEDINGS

In March 2000, Freedom Wireless, Inc. filed a suit against us and a number of wireless carriers. The suit is being tried in the United States District Court in Massachusetts and alleges that the defendants infringe two patents held by Freedom Wireless, Inc. and seeks damages in an unspecified amount as well as injunctive relief. If there were a ruling that we infringed the Freedom Wireless patents, it could significantly restrict our ability to conduct business. In addition, we have an obligation to indemnify the other defendants for damages they may incur with respect to any infringement by our technology. The suit is in the pre-trial phase and various summary judgment motions have been filed by both parties in the case. The Court is expected to rule on these motions in the normal course of its proceedings. We do not believe that we infringe these patents and believe that the patents are invalid in light of prior art and other reasons.

In the fourth quarter of 2000, the third quarter of 2001 and the first quarter of 2002, we recorded special charges of \$2.6 million, \$3.6 million and \$3.3 million, respectively, principally to accrue for legal expenses estimated by our outside legal counsel to be incurred in the defense of the patent infringement suit brought by Freedom Wireless. However, due to the lengthy and unpredictable proceedings, which had made it difficult to reasonably estimate legal costs in the Freedom Wireless suit, commencing in the third quarter of 2002, we began accounting for costs related to this case as incurred. As a result, for the year ended December 31, 2003, we recorded charges of \$4.0 million for legal expenses.

We expect to incur, on average, approximately \$1 million per quarter for legal costs until the Freedom Wireless matter is resolved. However, this cost will likely continue to vary from quarter to quarter, depending on the timing of proceedings. There can be no assurances that costs to defend the Freedom Wireless suit will not exceed our estimate. If Freedom Wireless prevails in this case, the amount of damages could be substantial and our business, financial condition and results of operations would be materially adversely affected.

On November 10, 2003, a putative class action complaint was filed in the U.S. District Court for the District of Massachusetts, against us, our Chief Executive Officer and our Chief Financial Officer on behalf of persons who purchased our common stock between June 12, 2003 and July 16, 2003. The complaint alleges that the defendants violated Sections 10 (b) and 20(a) of the Exchange Act as well as Rule 10b-5 promulgated thereunder by allegedly failing to disclose material adverse information about our business, operations and future prospects, specifically with respect to our contract negotiations with Verizon Wireless. After this initial complaint was filed, three similar actions were filed against us and the same executives in the United States District Court for the District of Massachusetts. These three later-filed complaints purport to be brought on behalf of persons who purchased our common stock between April 16, 2003 and July 16, 2003. On January 29, 2004, the Court held a status conference, at which the Court granted a motion to consolidate the cases.

We intend to vigorously contest these lawsuits and we believe the lawsuits are without merit and that we and the other named defendants have highly meritorious defenses to the allegations made in these lawsuits. We are not presently able to estimate the potential losses, if any, related to these lawsuits.

From time to time, as a normal incidence of the nature of our business, various claims, charges and litigation are asserted or commenced against us arising from, or related to, contractual matters, patents, trademarks, personal injury, and personnel and employment disputes. As to such claims and litigation, we can give no assurance that we will prevail. However, we do not believe that these matters (other than as disclosed) will have a material adverse effect on our consolidated financial position, although an adverse outcome of any of these matters could have a material adverse effect on our consolidated results of operations or cash flows in future quarters or in the quarter or annual period in which one or more of these matters are resolved.

#### Item 4. SUBMISSION OF MATTERS TO A VOTE OF SECURITY HOLDERS

No matters were submitted to a vote of our security holders, through solicitation of proxies or otherwise, during the last quarter of the year ended December 31, 2003.

#### EXECUTIVE OFFICERS OF THE REGISTRANT

Our executive officers and their ages and positions are as follows:

<u>Name</u>	<u>Age</u>	<u>Position</u>
Paul J. Tobin	60	Chairman
E.Y. Snowden	49	President and Chief Executive Officer, Director
Karen A. Walker	38	Treasurer, Vice President, Finance and Administration and Chief Financial Officer
William D. Wessman	54	Executive Vice President and Chief Technology Officer
Frederick E. Von Mering	51	Vice President, Corporate Development, Director

Mr. Tobin has over 25 years experience in the telecommunications and wireless industry. Mr. Tobin is one of our founders and has served as our Chairman since 1988. Mr. Tobin also held the position of President from February 1990 until February 1996, and from April 1997 to February 1998. Prior to his tenure with us, Mr. Tobin served as President of Cellular One Boston/Worcester and Portsmouth, NH, and Regional Marketing Manager for Satellite Business Systems (a joint venture of IBM, Comsat and Aetna). Mr. Tobin began his career as a Securities Analyst at Chase Manhattan Bank after receiving his undergraduate degree in Economics from Stonehill College and his M.B.A. in Marketing/Finance from Northeastern University.

Mr. Snowden joined us as President and Chief Executive Officer in February 1998. Prior to that, he served as President and Chief Operating Officer of American Personal Communications, L.P. d/b/a Sprint Spectrum ("APC/Sprint Spectrum"), where he was responsible for the successful launch of the nation's first Personal Communications Services ("PCS") network. Before joining APC/Sprint Spectrum in 1994, Mr. Snowden served as an

EX-31.1 8 dex311.htm SECTION 302 CEO CERTIFICATION

Exhibit 31.1

**CERTIFICATIONS**

I, E. Y. Snowden, certify that:

1. I have reviewed this annual report on Form 10-K of Boston Communications Group, Inc.;
2. Based on my knowledge, this annual report does not contain any untrue statement of a material fact or omit to state a material fact necessary to make the statements made, in light of the circumstances under which such statements were made, not misleading with respect to the period covered by this annual report;
3. Based on my knowledge, the financial statements, and other financial information included in this annual report, fairly present in all material respects the financial condition, results of operations and cash flows of the registrant as of, and for the periods presented in this annual report;
4. The registrant's other certifying officer and I are responsible for establishing and maintaining disclosure controls and procedures (as defined in Exchange Act Rules 13a-15(e) and 15d-15(e)) for the registrant and have:
  - a) Designed such disclosure controls and procedures, or caused such disclosure controls and procedures to be designed under our supervision, to ensure that material information relating to the registrant, including its consolidated subsidiaries, is made known to us by others within those entities, particularly during the period in which this annual report is being prepared;
  - b) [Paragraph omitted in accordance with SEC transition instructions contained in SEC Release 34-47986]
  - c) Evaluated the effectiveness of the registrant's disclosure controls and procedures and presented in this report our conclusions about the effectiveness of the disclosure controls and procedures as of the end of the period covered by this report based on such evaluation; and
  - d) Disclosed in this report any change in the registrant's internal control over financial reporting that occurred during the registrant's most recent fiscal quarter (the registrant's fourth fiscal quarter in the case of an annual report) that has materially affected, or is reasonable to materially affect, the registrant's internal control over financial reporting; and
5. The registrant's other certifying officer and I have disclosed, based on our most recent evaluation of internal control over financial reporting, to the registrant's auditors and the audit committee of the registrant's board of directors (or persons performing the equivalent functions):
  - a) All significant deficiencies and material weaknesses in the design or operation of internal control over financial reporting which are reasonably likely to adversely affect the registrant's ability to record, process, summarize and report financial information; and
  - b) Any fraud, whether or not material, that involves management or other employees who have a significant role in the registrant's internal control over financial reporting.

Date: March 9, 2004

/s/ E. Y. Snowden

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E. Y. Snowden  
President and Chief Executive Officer

EX-31.2 9 dex312.htm SECTION 302 CFO CERTIFICATION

Exhibit 31.2

I, Karen A. Walker, certify that:

1. I have reviewed this annual report on Form 10-K of Boston Communications Group, Inc.;
2. Based on my knowledge, this annual report does not contain any untrue statement of a material fact or omit to state a material fact necessary to make the statements made, in light of the circumstances under which such statements were made, not misleading with respect to the period covered by this annual report;
3. Based on my knowledge, the financial statements, and other financial information included in this annual report, fairly present in all material respects the financial condition, results of operations and cash flows of the registrant as of, and for the periods presented in this annual report;
4. The registrant's other certifying officer and I are responsible for establishing and maintaining disclosure controls and procedures (as defined in Exchange Act Rules 13a-15(e) and 15d-15(e)) for the registrant and have:
  - a) Designed such disclosure controls and procedures, or caused such disclosure controls and procedures to be designed under our supervision, to ensure that material information relating to the registrant, including its consolidated subsidiaries, is made known to us by others within those entities, particularly during the period in which this annual report is being prepared;
  - b) [Paragraph omitted in accordance with SEC transition instructions contained in SEC Release 34-47986]
  - c) Evaluated the effectiveness of the registrant's disclosure controls and procedures and presented in this report our conclusions about the effectiveness of the disclosure controls and procedures as of the end of the period covered by this report based on such evaluation; and
  - d) Disclosed in this report any change in the registrant's internal control over financial reporting that occurred during the registrant's most recent fiscal quarter (the registrant's fourth fiscal quarter in the case of an annual report) that has materially affected, or is reasonable to materially affect, the registrant's internal control over financial reporting; and
5. The registrant's other certifying officer and I have disclosed, based on our most recent evaluation of internal control over financial reporting, to the registrant's auditors and the audit committee of the registrant's board of directors (or persons performing the equivalent functions):
  - a) All significant deficiencies and material weaknesses in the design or operation of internal control over financial reporting which are reasonably likely to adversely affect the registrant's ability to record, process, summarize and report financial information; and
  - b) Any fraud, whether or not material, that involves management or other employees who have a significant role in the registrant's internal control over financial reporting.

Date: March 9, 2004

/s/ Karen A. Walker

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Karen A. Walker  
Vice President, Finance and  
Administration and Chief Financial Officer

EX-32 10 dex32.htm SECTION 906 CEO & CFO CERTIFICATIONS

Exhibit 32

CERTIFICATION PURSUANT TO 18 U.S.C. SECTION 1350,  
AS ADOPTED PURSUANT TO  
SECTION 906 OF THE SARBANES-OXLEY ACT OF 2002

In connection with the annual report on Form 10-K of Boston Communications Group, Inc. (the "Company") for the period ended December 31, 2003 as filed with the Securities and Exchange Commission on the date hereof (the "Report"), the undersigned, E.Y. Snowden, President and Chief Executive Officer, and Karen A. Walker, Vice President, Finance and Administration and Chief Financial Officer, hereby certify, pursuant to 18 U.S.C. Section 1350, that:

(1) the Report fully complies with the requirements of Section 13(a) or 15(d) of the Securities Exchange Act of 1934; and

(2) the information contained in the Report fairly presents, in all material respects, the financial condition and results of operations of the Company.

Date: March 9, 2004

/s/ E. Y. Snowden

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E.Y. Snowden  
President and Chief Executive Officer

Date: March 9, 2004

/s/ Karen A. Walker

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Karen A. Walker  
Vice President, Finance and Administration  
and Chief Financial Officer

A signed original of this written statement required by Section 906 has been provided to Boston Communications Group, Inc., and will be retained by Boston Communications Group, Inc. and furnished to the Securities and Exchange Commission or its staff upon request.



# **Exhibit 22**

10-Q 1 d10q.htm FOR THE PERIOD ENDED MARCH 31, 2004

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# SECURITIES AND EXCHANGE COMMISSION

Washington, D.C. 10549

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## FORM 10-Q

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☒ Quarterly report pursuant to Section 13 or 15(d) of the Securities Exchange Act of 1934

☐ For the quarterly period ended March 31, 2004

or

☐ Transition report pursuant to Section 13 or 15(d) of the Securities Exchange Act of 1934

Commission file number: 0-28432

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# Boston Communications Group, Inc.

(Exact name of registrant as specified in its charter)

Massachusetts

(State or other jurisdiction of incorporation or organization)

04-3026859

(I.R.S. Employer Identification No.)

100 Sylvan Road, Woburn, Massachusetts 01801

(Address of principal executive offices)

Registrant's telephone number, including area code: (781) 904-5000

(Former name, former address, former fiscal year, if changed since last report)

Indicate by check mark whether the registrant (1) has filed all reports required to be filed by Section 13 or 15(d) of the Securities Exchange Act of 1934 during the preceding 12 months (or for such shorter period that the registrant was required to file such reports), and (2) has been subject to such filing requirements for the past 90 days. YES ☒ NO ☐

Indicate by check mark whether the registrant is an accelerated filer (as defined in Exchange Act Rule 12b-2) YES ☒ NO ☐

Indicate the number of shares outstanding of each of the issuer's classes of common stock as of the latest practicable date. As of May 3, 2004, the Company had outstanding 18,317,946 shares of common stock, \$.01 par value per share.

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  - Notes to Condensed Consolidated Financial Statements
- Item 2. Management's Discussion and Analysis of Financial Condition and Results of Operations
  - Certain Factors That May Affect Future Results
- Item 3. Quantitative and Qualitative Disclosures About Market Risk
- Item 4. Controls and Procedures

#### PART II. OTHER INFORMATION:

- Item 1. Legal Proceedings
- Item 6. Exhibits and Reports on Form 8-K

This Quarterly Report contains forward-looking statements, within the meaning of the Private Securities Litigation Reform Act of 1995, that involve risks and uncertainties, including without limitation, statements regarding the diversification of our product and customer base, earnings per share for the three month period ended June 30, 2004, growth of our billing and transaction processing services revenues, billing and transaction processing services gross margin, prepaid systems revenues, prepaid systems gross margin, additional capital investments, legal expenses for the Freedom Wireless, Inc. (Freedom Wireless) lawsuit and the belief that the Company does not infringe on the Freedom Wireless patents, and the ability to finance our operations for the next 12 months with cash on hand and cash to be generated from profitable operations. These statements are based on the current beliefs and assumptions of management.

Any statements contained herein that are not statements of historical fact may be deemed to be forward-looking statements. Without limiting the foregoing, the words "believe," "anticipate," "plan," "expect," "intend," and similar expressions are intended to identify forward-looking statements, although not all forward-looking statements contain these words.

A number of important factors could cause actual events or our actual results to differ materially from those indicated by such forward-looking statements. These factors include, without limitation, those set forth under the captions "Management's Discussion and Analysis of Financial Condition and Results of Operations", "Certain Factors That May Affect Future Results" and "Quantitative and Qualitative Disclosures About Market Risk". The factors discussed herein do not reflect the potential future impact of any mergers, acquisitions or dispositions. We do not assume any obligation to update any forward-looking statements made herein.

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	Three Months Ended March 31,	
	2004	2003
Net Income	\$4,073	\$3,288
Unrealized loss on available-for-sale securities	(20)	—
Comprehensive Income	\$4,053	\$3,288

### 3. Contingencies

#### Legal

In March 2000, Freedom Wireless, Inc. filed a suit against the Company and a number of wireless carriers. The suit is being tried in the United States District Court in Massachusetts and alleges that the defendants infringe two patents held by Freedom Wireless, Inc. and seeks damages in an unspecified amount as well as injunctive relief. If there was a ruling that the Company infringed the Freedom Wireless patents, it could significantly restrict the Company's ability to conduct business. In addition, the Company has an obligation to indemnify the other defendants for damages they may incur with respect to any infringement by the Company's technology. The suit is in the pre-trial phase and various summary judgment motions have been filed by both parties in the case. The Court is expected to rule on these motions in the normal course of proceedings. The Company does not believe that it infringes these patents and believes that the patents are invalid in light of prior art and other reasons.

The Company expects to incur, on average, approximately \$1 million per quarter for legal costs until the Freedom Wireless matter is resolved. However, this cost will likely continue to vary from quarter to quarter, depending on the timing of proceedings. There can be no assurances that the Company's expenses to defend the Freedom Wireless suit will not exceed the Company's estimate. If Freedom Wireless prevails in this case, the amount of damages could be substantial and the Company's business, financial condition and results of operations would be materially adversely affected.

On November 10, 2003, a putative class action complaint was filed in U.S. District Court for the District of Massachusetts against the Company, its Chief Executive Officer and Chief Financial Officer on behalf of persons who purchased the Company's common stock between June 12, 2003 and July 16, 2003. The complaint alleges that the defendants violated Sections 10(b) and 20(a) of the Exchange Act, as well as Rule 10b-5 promulgated thereunder by allegedly failing to disclose material adverse information about the Company's business, operations and future prospects, specifically with respect to the Company's contract negotiations with Verizon Wireless. The Company intends to vigorously contest this lawsuit and believes that the lawsuit is without merit and that the Company and the other named defendants have highly meritorious defenses to the allegations made in this lawsuit. The Company is not presently able to estimate the potential losses, if any, related to this lawsuit.

From time to time, as a normal incidence of the nature of the Company's business, various claims, charges and litigation are asserted or commenced against the Company arising from, or related to, contractual matters, patents, trademarks, personal injury, and personnel and employment disputes. As to such claims and litigation, the Company can give no assurance that it will prevail. However, the Company does not believe that any of these current matters (other than as disclosed) will have a material adverse effect on its consolidated financial position, although an adverse outcome of any of these matters could have a material adverse effect on its consolidated results of operations or cash flows in future quarters or in the quarter or annual period in which one or more of these matters are resolved.

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**Table of Contents****Item 6. Exhibits and Reports on Form 8-K**

## a) Exhibits

31.1 Certification of Chief Executive Officer pursuant to Rule 13a-14(a)

31.2 Certification of Chief Financial Officer pursuant to Rule 13a-14(a)

32 Certification of Chief Executive Officer and Chief Financial Officer pursuant to Rule 13a-14(b)

## b) Reports on Form 8-K

On February 3, 2004, we filed a current report on Form 8-K to report, under Items 9 and 12, our financial results for the fourth quarter and year ended December 31, 2003.

On February 3, 2004, we filed a current report on Form 8-K to report, under Item 9, the signing of a multi-year contract to provide prepaid wireless services to Nextel Communications, Inc. to support a market expansion of its Boost Mobile branded pay-as-you-go offering.

**SIGNATURES**

Pursuant to the requirements of the Securities Exchange Act of 1934, the registrant has duly caused this report to be signed on its behalf by the undersigned, thereunto duly authorized.

Date: May 10, 2004

Boston Communications Group, Inc.  
(Registrant)

By: /s/ Karen A. Walker

Karen A. Walker  
Vice President, Finance and  
Administration and Chief Financial Officer  
(Principal Financial and Accounting  
Officer and Duly Authorized Officer)



EX-31.1 2 dex311.htm SECTION 302 CEO CERTIFICATION

Exhibit 31.1

1. CERTIFICATIONS

I, E. Y. Snowden, certify that:

1. I have reviewed this quarterly report on Form 10-Q of Boston Communications Group, Inc.;
2. Based on my knowledge, this quarterly report does not contain any untrue statement of a material fact or omit to state a material fact necessary to make the statements made, in light of the circumstances under which such statements were made, not misleading with respect to the period covered by this quarterly report;
3. Based on my knowledge, the financial statements, and other financial information included in this quarterly report, fairly present in all material respects the financial condition, results of operations and cash flows of the registrant as of, and for, the periods presented in this quarterly report;
4. The registrant's other certifying officer and I are responsible for establishing and maintaining disclosure controls and procedures (as defined in Exchange Act Rules 13a-15(e) and 15d-15(e)) for the registrant and have:
  - a) Designed such disclosure controls and procedures, or caused such disclosure controls and procedures to be designed under our supervision, to ensure that material information relating to the registrant, including its consolidated subsidiaries, is made known to us by others within those entities, particularly during the period in which this quarterly report is being prepared;
  - b) [Paragraph omitted in accordance with SEC transition instructions contained in SEC Release 34-47986]
  - c) Evaluated the effectiveness of the registrant's disclosure controls and procedures and presented in this report our conclusions about the effectiveness of the disclosure controls and procedures as of the end of the period covered by this report based on such evaluation; and
  - c) Disclosed in this report any change in the registrant's internal control over financial reporting that occurred during the registrant's most recent fiscal quarter (the registrant's fourth fiscal quarter in the case of an annual report) that has materially affected, or is reasonable to materially affect, the registrant's internal control over financial reporting; and
5. The registrant's other certifying officer and I have disclosed, based on our most recent evaluation of internal control over financial reporting, to the registrant's auditors and the audit committee of the registrant's board of directors (or persons performing the equivalent functions):
  - a) all significant deficiencies and material weaknesses in the design or operation of internal control over financial reporting which are reasonably likely to adversely affect the registrant's ability to record, process, summarize and report financial information; and
  - b) any fraud, whether or not material, that involves management or other employees who have a significant role in the registrant's internal control over financial reporting.

Date: May 10, 2004

/s/ E.Y. Snowden

\_\_\_\_\_  
E. Y. Snowden  
President and Chief Executive Officer

EX-31.2 3 dex312.htm SECTION 302 CFO CERTIFICATION

Exhibit 31.2

I, Karen A. Walker, certify that:

1. I have reviewed this quarterly report on Form 10-Q of Boston Communications Group, Inc.;
2. Based on my knowledge, this quarterly report does not contain any untrue statement of a material fact or omit to state a material fact necessary to make the statements made, in light of the circumstances under which such statements were made, not misleading with respect to the period covered by this quarterly report;
3. Based on my knowledge, the financial statements, and other financial information included in this quarterly report, fairly present in all material respects the financial condition, results of operations and cash flows of the registrant as of, and for, the periods presented in this quarterly report; registrant as of, and for, the periods presented in this quarterly report;
4. The registrant's other certifying officer and I are responsible for establishing and maintaining disclosure controls and procedures (as defined in Exchange Act Rules 13a-15(e) and 15d-15(e)) for the registrant and have:
  - a) Designed such disclosure controls and procedures, or caused such disclosure controls and procedures to be designed under our supervision, to ensure that material information relating to the registrant, including its consolidated subsidiaries, is made known to us by others within those entities, particularly during the period in which this quarterly report is being prepared;
  - b) [Paragraph omitted in accordance with SEC transition instructions contained in SEC Release 34-47986]
  - c) Evaluated the effectiveness of the registrant's disclosure controls and procedures and presented in this report our conclusions about the effectiveness of the disclosure controls and procedures as of the end of the period covered by this report based on such evaluation; and
  - c) Disclosed in this report any change in the registrant's internal control over financial reporting that occurred during the registrant's most recent fiscal quarter (the registrant's fourth fiscal quarter in the case of an annual report) that has materially affected, or is reasonable to materially affect, the registrant's internal control over financial reporting; and
5. The registrant's other certifying officer and I have disclosed, based on our most recent evaluation of internal control over financial reporting, to the registrant's auditors and the audit committee of the registrant's board of directors (or persons performing the equivalent functions):
  - a) all significant deficiencies and material weaknesses in the design or operation of internal control over financial reporting which are reasonably likely to adversely affect the registrant's ability to record, process, summarize and report financial information; and
  - b) any fraud, whether or not material, that involves management or other employees who have a significant role in the registrant's internal control over financial reporting.

Date: May 10, 2004

/s/ Karen A. Walker

Karen A. Walker  
Vice President, Finance and Administration and  
Chief Financial Officer

EX-32 4 dex32.htm SECTION 906 CEO AND CFO CERTIFICATION

Exhibit 32

7. CERTIFICATION PURSUANT TO 18 U.S.C. SECTION 1350,  
AS ADOPTED PURSUANT TO  
SECTION 906 OF THE SARBANES-OXLEY ACT OF 2002

In connection with the quarterly report on Form 10-Q of Boston Communications Group, Inc. (the "Company") for the period ended March 31, 2004 as filed with the Securities and Exchange Commission on the date hereof (the "Report"), the undersigned, E.Y. Snowden, President and Chief Executive Officer, and Karen A. Walker, Vice President, Finance and Administration and Chief Financial Officer, hereby certify, pursuant to 18 U.S.C. Section 1350, that:

- (1) the Report fully complies with the requirements of Section 13(a) or 15(d) of the Securities Exchange Act of 1934; and
- (2) the information contained in the Report fairly presents, in all material respects, the financial condition and results of operations of the Company.

Date: May 10, 2004

/s/ E.Y. Snowden

\_\_\_\_\_  
E. Y. Snowden  
President and Chief Executive Officer

Date: May 10, 2004

/s/ Karen A. Walker

\_\_\_\_\_  
Karen A. Walker  
Vice President, Finance and Administration  
and Chief Financial Officer

A signed original of this written statement required by Section 906 has been provided to Boston Communications Group, Inc., and will be retained by Boston Communications Group, Inc. and furnished to the Securities and Exchange Commission or its staff upon request.

# **Exhibit 23**

10-Q 1 d10q.htm FOR THE QUARTERLY PERIOD ENDED JUNE 30, 2004

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**SECURITIES AND EXCHANGE COMMISSION**

Washington, D.C. 10549

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**FORM 10-Q**

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☒ Quarterly report pursuant to Section 13 or 15(d) of the Securities Exchange Act of 1934

For the quarterly period ended June 30, 2004

or

☐ Transition report pursuant to Section 13 or 15(d) of the Securities Exchange Act of 1934

Commission file number: 0-28432

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**Boston Communications Group, Inc.**

(Exact name of registrant as specified in its charter)

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Massachusetts  
(State or other jurisdiction of  
incorporation or organization)

04-3026859  
(I.R.S. Employer  
Identification No.)

100 Sylvan Road, Woburn, Massachusetts 01801  
(Address of principal executive offices)

Registrant's telephone number, including area code: (781) 904-5000

(Former name, former address, former fiscal year, if changed since last report)

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Indicate by check mark whether the registrant (1) has filed all reports required to be filed by Section 13 or 15(d) of the Securities Exchange Act of 1934 during the preceding 12 months (or for such shorter period that the registrant was required to file such reports), and (2) has been subject to such filing requirements for the past 90 days. YES ☒ NO ☐

Indicate by check mark whether the registrant is an accelerated filer (as defined in Exchange Act Rule 12b-2) YES ☒ NO ☐

Indicate the number of shares outstanding of each of the issuer's classes of common stock as of the latest practicable date. As of Aug 6, 2004, the Company had outstanding 17,498,271 shares of common stock, \$.01 par value per share.

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This Quarterly Report contains forward-looking statements, within the meaning of the Private Securities Litigation Reform Act of 1995, that involve risks and uncertainties, including without limitation, statements regarding the expectations regarding our new product offerings, expansion into new markets, Verizon Wireless' timetable to transfer subscribers from our platform to their internal prepaid platform, diversification of our product and customer base, total revenues, earnings per share, billing and transaction processing services revenues and gross margin, engineering, research and development expenses, sales and marketing expenses, costs to defend Freedom Wireless lawsuit, additional capital investments, payment of additional contingent cash consideration to Infotech Solutions Corporation, and the ability to finance our operations for the next 12 months. These statements are based on the current beliefs and assumptions of management.

Any statements contained herein that are not statements of historical fact may be deemed to be forward-looking statements. Without limiting the foregoing, the words "believe," "anticipate," "plan," "expect," "intend," and similar expressions are intended to identify forward-looking statements, although not all forward-looking statements contain these words.

A number of important factors could cause actual events or our actual results to differ materially from those indicated by such forward-looking statements. These factors include, without limitation, those set forth under the captions "Management's Discussion and Analysis of Financial Condition and Results of Operations", "Certain Factors That May Affect Future Results" and "Quantitative and Qualitative Disclosures About Market Risk". The statements discussed herein do not reflect the potential future impact of any mergers, acquisitions or dispositions. We do not assume any obligation to update any forward-looking statements made herein.

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### **3. Contingencies**

#### Legal

In March 2000, Freedom Wireless, Inc. filed a suit against the Company and a number of wireless carriers. The suit is being tried in the United States District Court in Massachusetts and alleges that the defendants infringe two patents held by Freedom Wireless, Inc. and seeks damages in an unspecified amount as well as injunctive relief. If there was a ruling that the Company infringed the Freedom Wireless patents, it could significantly restrict the Company's ability to conduct business. In addition, the Company has an obligation to indemnify the other defendants for damages they may incur with respect to any infringement by the Company's technology. The suit is in the pre-trial phase and various summary judgment motions have been filed by both parties in the case. The Court is expected to rule on these motions in the normal course of proceedings. The Company does not believe that it infringes these patents and believes that the patents are invalid in light of prior art and other reasons.

On November 10, 2003, a putative class action complaint was filed in U.S. District Court for the District of Massachusetts against the Company, its Chief Executive Officer and Chief Financial Officer on behalf of persons who purchased the Company's common stock between June 12, 2003 and July 16, 2003. The complaint alleged that the defendants violated Sections 10(b) and 20(a) of the Exchange Act, as well as Rule 10b-5 promulgated thereunder by allegedly failing to disclose material adverse information about the Company's business, operations and future prospects, specifically with respect to the Company's contract negotiations with Verizon Wireless. On June 9, 2004, the class action complaint was voluntarily dismissed by the plaintiffs without prejudice to the plaintiffs' ability to re-file a complaint. Neither the Company nor its insurers made any payment in connection with the dismissal of these lawsuits and have no obligation to make payments in the future.

From time to time, as a normal incidence of the nature of the Company's business, various claims, charges and litigation are asserted or commenced against the Company arising from, or related to, contractual matters, patents, trademarks, personal injury, and personnel and employment disputes. As to such claims and litigation, the Company can give no assurance that it will prevail. However, the Company does not believe that any of these current matters (other than as disclosed) will have a material adverse effect on its consolidated financial position, although an adverse outcome of any of these matters could have a material adverse effect on its consolidated results of operations or cash flows in future quarters or in the quarter or annual period in which one or more of these matters are resolved.

#### Indemnifications

In November 2002, the Financial Accounting Standards Board (FASB) issued Interpretation No. 45, "Guarantor's Accounting and Disclosure Requirements for Guarantees, Including Indirect Guarantees of Indebtedness of Others" (FIN 45), which requires certain guarantees to be recorded at fair value as opposed to the previous practice of recording a liability only when a loss is probable and reasonably estimable. FIN 45 also requires a guarantor to make significant new guaranty disclosures, even when the likelihood of making any payments under the guarantee is remote.

The Company has agreed to indemnification provisions in certain of its agreements with customers and its leases of real estate in the ordinary course of its business.

With respect to customer agreements, these provisions generally obligate the Company to indemnify the customer against losses, expenses, liabilities and damages that may be awarded against the customer in the event the Company's systems or services infringe upon a patent or other intellectual property right of a third party. The agreements generally limit the scope of and remedies for such indemnification obligations in certain respects, including but not limited to geographical limitations and the right to replace or modify an infringing product or service. The Company believes its internal development processes and other policies and practices limit its exposure related to the indemnification provisions of these agreements.

EX-31.1 4 dex311.htm SECTION 302 CEO CERTIFICATION

Exhibit 31.1

CERTIFICATIONS

E. Y. Snowden, certify that:

1. I have reviewed this quarterly report on Form 10-Q of Boston Communications Group, Inc.;
2. Based on my knowledge, this quarterly report does not contain any untrue statement of a material fact or omit to state a material fact necessary to make the statements made, in light of the circumstances under which such statements were made, not misleading with respect to the period covered by this quarterly report;
3. Based on my knowledge, the financial statements, and other financial information included in this quarterly report, fairly present in all material respects the financial condition, results of operations and cash flows of the registrant as of, and for, the periods presented in this quarterly report;
4. The registrant's other certifying officer and I are responsible for establishing and maintaining disclosure controls and procedures (as defined in Exchange Act Rules 13a-15(e) and 15d-15(e)) for the registrant and have:
  - a) Designed such disclosure controls and procedures, or caused such disclosure controls and procedures to be designed under our supervision, to ensure that material information relating to the registrant, including its consolidated subsidiaries, is made known to us by others within those entities, particularly during the period in which this quarterly report is being prepared;
  - b) [Paragraph omitted in accordance with SEC transition instructions contained in SEC Release 34-47986]
  - c) Evaluated the effectiveness of the registrant's disclosure controls and procedures and presented in this report our conclusions about the effectiveness of the disclosure controls and procedures as of the end of the period covered by this report based on such evaluation; and
  - d) Disclosed in this report any change in the registrant's internal control over financial reporting that occurred during the registrant's most recent fiscal quarter (the registrant's fourth fiscal quarter in the case of an annual report) that has materially affected, or is reasonable to materially affect, the registrant's internal control over financial reporting; and
5. The registrant's other certifying officer and I have disclosed, based on our most recent evaluation of internal control over financial reporting, to the registrant's auditors and the audit committee of the registrant's board of directors (or persons performing the equivalent functions):
  - a) all significant deficiencies and material weaknesses in the design or operation of internal control over financial reporting which are reasonably likely to adversely affect the registrant's ability to record, process, summarize and report financial information; and
  - b) any fraud, whether or not material, that involves management or other employees who have a significant role in the registrant's internal control over financial reporting.

Date: August 9, 2004

/s/ E.Y. Snowden

---

E. Y. Snowden  
President and Chief Executive Officer

## EX-31.2 5 dex312.htm SECTION 302 CFO CERTIFICATION

Exhibit 31.2

I, Karen A. Walker, certify that:

1. I have reviewed this quarterly report on Form 10-Q of Boston Communications Group, Inc.;
2. Based on my knowledge, this quarterly report does not contain any untrue statement of a material fact or omit to state a material fact necessary to make the statements made, in light of the circumstances under which such statements were made, not misleading with respect to the period covered by this quarterly report;
3. Based on my knowledge, the financial statements, and other financial information included in this quarterly report, fairly present in all material respects the financial condition, results of operations and cash flows of the registrant as of, and for, the periods presented in this quarterly report; registrant as of, and for, the periods presented in this quarterly report;
4. The registrant's other certifying officer and I are responsible for establishing and maintaining disclosure controls and procedures (as defined in Exchange Act Rules 13a-15(e) and 15d-15(e)) for the registrant and have:
  - a) Designed such disclosure controls and procedures, or caused such disclosure controls and procedures to be designed under our supervision, to ensure that material information relating to the registrant, including its consolidated subsidiaries, is made known to us by others within those entities, particularly during the period in which this quarterly report is being prepared;
  - b) [Paragraph omitted in accordance with SEC transition instructions contained in SEC Release 34-47986]
  - c) Evaluated the effectiveness of the registrant's disclosure controls and procedures and presented in this report our conclusions about the effectiveness of the disclosure controls and procedures as of the end of the period covered by this report based on such evaluation; and
  - d) Disclosed in this report any change in the registrant's internal control over financial reporting that occurred during the registrant's most recent fiscal quarter (the registrant's fourth fiscal quarter in the case of an annual report) that has materially affected, or is reasonable to materially affect, the registrant's internal control over financial reporting; and
5. The registrant's other certifying officer and I have disclosed, based on our most recent evaluation of internal control over financial reporting, to the registrant's auditors and the audit committee of the registrant's board of directors (or persons performing the equivalent functions):
  - a) all significant deficiencies and material weaknesses in the design or operation of internal control over financial reporting which are reasonably likely to adversely affect the registrant's ability to record, process, summarize and report financial information; and
  - b) any fraud, whether or not material, that involves management or other employees who have a significant role in the registrant's internal control over financial reporting.

Date: August 9, 2004

/s/ Karen A. Walker

---

Karen A. Walker  
Vice President, Finance and  
Administration and Chief  
Financial Officer

EX-32 6 dex32.htm SECTION 906 CEO AND CFO CERTIFICATION

Exhibit 32

CERTIFICATION PURSUANT TO 18 U.S.C. SECTION 1350,  
AS ADOPTED PURSUANT TO  
SECTION 906 OF THE SARBANES-OXLEY ACT OF 2002

In connection with the quarterly report on Form 10-Q of Boston Communications Group, Inc. (the "Company") for the period ended June 30, 2004 as filed with the Securities and Exchange Commission on the date hereof (the "Report"), the undersigned, E.Y. Snowden, President and Chief Executive Officer, and Karen A. Walker, Vice President, Finance and Administration and Chief Financial Officer, hereby certify, pursuant to 18 U.S.C. Section 1350, that:

- (1) the Report fully complies with the requirements of Section 13(a) or 15(d) of the Securities Exchange Act of 1934; and
- (2) the information contained in the Report fairly presents, in all material respects, the financial condition and results of operations of the Company.

Date: August 9, 2004

/s/ E.Y. Snowden

E.Y. Snowden  
President and Chief Executive Officer

Date: August 9, 2004

/s/ Karen A. Walker

Karen A. Walker  
Vice President, Finance and Administration  
and Chief Financial Officer

A signed original of this written statement required by Section 906 has been provided to Boston Communications Group, Inc., and will be retained by Boston Communications Group, Inc. and furnished to the Securities and Exchange Commission or its staff upon request.



# **Exhibit 24**

# FINAL TRANSCRIPT

**Thomson StreetEvents™**

## **BCGI - Q3 2004 Boston Communications Group Earnings Conference Call**

**Event Date/Time: Oct. 20, 2004 / 5:00PM ET**

**THOMSON**

[streetevents@thomson.com](mailto:streetevents@thomson.com)

617.603.7900

[www.streetevents.com](http://www.streetevents.com)

# FINAL TRANSCRIPT

BCGI - Q3 2004 Boston Communications Group Earnings Conference Call

## CORPORATE PARTICIPANTS

**Susan Garland**

*Boston Communications Group - Financial Relations Board*

**E.Y. Snowden**

*Boston Communications Group - Pres, CEO*

**Karen Walker**

*Boston Communications Group -  
CFO, VP-Financial Admin., Treasurer*

## CONFERENCE CALL PARTICIPANTS

**Howard Smith**

*First Analysis Securities Corporation - Analyst*

**Jason Willey**

*Schwab Soundview Capital Markets - Analyst*

**Steve Levenson**

*Advest, Inc. - Analyst*

**Jeff Porter**

*[Unidentified Company Name] - Analyst*

**Israel Iser (ph)**

*[Unidentified Company Name] - Analyst*

**Reilly McCormick (ph)**

*[Unidentified Company Name] - Analyst*

**David Rainey (ph)**

*[Unidentified Company Name] - Analyst*

**Unidentified**

## PRESENTATION

### Operator

Good afternoon. My name is Lisa and I will be your conference facilitator today. At this time I would like to welcome everyone to the BCGI 2004 third quarter earnings conference call. All lines have been placed on mute to prevent any background noise. After the speakers remarks there will be a question-and-answer period. If you would like to ask a question during this time simply press star, then the No. 1 on your telephone keypad. If you would like to withdraw your question press star, then the No. 2 on your telephone keypad. Thank you. Ms. Garland you may begin the conference.

**Susan Garland** - *Boston Communications Group - Financial Relations Board*

Thank you. Good afternoon. By now you should have all had a chance to view today's Press Release. If anyone still needs

a copy please call us at 212-445-8453 and request a fax or e-mail. Alternatively you can view and download the release at the Boston Communications Corporate website [www.bcgi.net](http://www.bcgi.net). On the line with us today are E.Y. Snowden, President and CEO, and Karen Walker, Chief Financial Officer of Boston Communications Group. Please note that Management is happy to speak privately with investors and analysts regarding overall strategy, industry trends, and historical issues. However more specific questions regarding updates on financial guidance or other material information will only be discussed on widely estimated Press Releases or via open conference calls, such as the one being held today.

I would also like to caution everyone that various remarks that the Company may make about the Company's future expectations, plans, and prospects constitute forward-looking statements for purposes of the Safe Harbor provisions under the Private Securities Litigation Reform Act of 1995. Actual results may differ materially from those indicated by these forward-looking statements, as a result of various important factors, including those discussed in the Form 10-K for the year ended December 31st, 2003, which is on file with the SEC. In addition, any forward-looking statements represents our views only as of today and should not be relied upon as representing our views as of any subsequent date. While we may elect to update forward-looking statements at some point in the future we specifically disclaim any obligation to do so even if our estimates change, and therefore, you should not rely on these forward-looking statements as representing our views as of any date subsequent to today. Now, without further delay I'd like to turn the call over to E.Y. Snowden. Please go ahead E.Y.

**E.Y. Snowden** - *Boston Communications Group - Pres, CEO*

Thank you, Susan, and welcome Boston Communications Group's third quarter 2004 conference call. We'll be using our time with you this afternoon to share updates on key areas of our business and provide additional insight to some of the strategic initiatives under way at BCGI. To begin, I'd like to cover some highlights of our third quarter performance. Net income for the 9-months ended September 30, 2004, totaled \$13.2 million, representing a 13% increase over the same-period last year. Net income for the third quarter decreased 17% from the second quarter of 2004 due principally to a decline in gross additions on BCGI's platform from our 2 largest carrier customers, Verizon Wireless and Cingular. Though net income was down from the previous quarter we had free cash flow of \$8.4 million for the quarter.

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## FINAL TRANSCRIPT

BCGI - Q3 2004 Boston Communications Group Earnings Conference Call

evolved the product to include management tools for SMS and created a baseline platform for wireless data management in Version II. And our current development cycle is targeted at creating the functionality needed to manage access to an exploding variety of wireless content. As networks and handsets evolve to provide highband web, full-color and even full-motion accessed to the Internet. The demand for tools that allows subscribers the ability to manage access to Internet content is growing. The need for carriers to offer creative tools for controlling content delivery is an increasing worldwide trend spurred by consumers, carriers, and in some cases regulators. Combined with the truly flexible sales and delivery models the innovative technology that powers Mobile Guardian is well-positioned to meet that need and ultimately open the door to new markets around the world. Throughout the next quarter and beyond we will continue to invest in our technology and people and pursue opportunities that allow us to open new markets and diversify our revenue streams. We are confident that the good work we are doing with existing carrier customers, continuous development of new products and features, an increased flexibility in how we serve our customers will deliver long-term growth and increase shareholder value. Now, I'd like to hand the call over to Karen Walker, our Chief Financial Officer to discuss our financial performance and guidance.

**Karen Walker** - Boston Communications Group - CFO,  
VP-Financial Admin., Treasurer

Thank you, E.Y. In the third quarter we further demonstrated our diversification progress while continuing to deliver healthy profits and building an even stronger balance sheet. Though our total revenues were \$630,000 lower sequentially, revenues from customers other than Verizon and Cingular increased 19% over the second quarter of 2004. Specifically, Nextel generated 14% of our revenue for the third quarter up from 11% in Q2. BTPS revenues decreased about \$1.4 million or 5% sequentially, primarily a result of fewer Verizon and Cingular gross additions. This reduction in gross adds contributed to our average build MOU per month, declining 4% sequentially to 108, and our average billed rate per minute remaining relatively consistent with Q2. Additionally, churn for the quarter was approximately 9.4% per month increasing from 8% in the second quarter of 2004. These trends, as well as our investment in new products and technology advancements that are not expected to generate revenue until 2005, resulted in BTPS gross margins of 76%, about 2 points lower than the second quarter of '04.

Our prepaid systems revenues were \$1.4 million up from -- up \$759,000 over Q2. The increase was principally due to the recognition of a shipment that had been differed in the previous quarter and was appropriately recognized in Q3. As a result of the increased revenue our margins rose on a sequential basis from 31% in Q2 to 54% in Q3. As E.Y. mentioned during the third quarter we made a decision to begin the phase shutdown of our Tulsa location, which has housed much of the operations to support our systems business. If you recall this has been a very small piece of our overall operations and financial results. We expect that our systems business will be fully integrated into our Massachusetts' location within the first half of 2005. The expenses we have incurred to begin closing that facility are reflected within the system operating results. Additionally, as a result of this consolidation we do not expect to be reporting prepaid systems as a separate segment in 2005.

Depreciation expense increased sequentially principally due to the right-offs of certain assets, including assets associated with the Tulsa location. We, therefore, expect that the depreciation will trend down slightly in Q4. Legal costs associated with the Freedom Wireless lawsuit were lower than expected. In Q3 we experienced a period of relatively low activity related to the lawsuits. However, we anticipate that expenses going forward will average approximately 2 to 3 cents per share, per quarter, but they may vary from quarter-to-quarter depending upon the level of activity and the timing of the proceedings. As we announced on August 11th, the case is getting closer to the trial phase, but a trial date has yet to be set by the Court. We continue to maintain our confidence that we do not infringe the Freedom Wireless patents and we will continue to vigorously defend their claims. Our cash and investments balance increased \$5.8 million for the quarter yielding a record balance of \$70.9 million. The largest contributing factor was our DSO decreasing to 59 days as of September 30th from 80 days as of June 30th. This decrease resulted from strong collections during the quarter. Keep in mind that our cash increase for the quarter takes into account \$3.2 million that we used to repurchase 334,000 shares under our previously announced share repurchase program. To date we have repurchased 838,000 shares for \$8.2 million. Additionally, Capital Expenditures for the quarter totaled \$3.9 million.

Now, I'd like to spend some time talking about our outlook. As we've stated we currently do not have specific guidance from Cingular regarding the timing and rate of prepaid subscriber additions or migrations to their GSM service. Additionally, we do not have a specific migration plan from

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# **Exhibit 25**



10-Q 1 d10q.htm FOR THE QUARTERLY PERIOD ENDED SEPTEMBER 30, 2004

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**SECURITIES AND EXCHANGE COMMISSION**  
Washington, D.C. 10549

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**FORM 10-Q**

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☒ Quarterly report pursuant to Section 13 or 15(d) of the Securities Exchange Act of 1934

For the quarterly period ended September 30, 2004

or

☐ Transition report pursuant to Section 13 or 15(d) of the Securities Exchange Act of 1934

Commission file number: 0-28432

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**Boston Communications Group, Inc.**

(Exact name of registrant as specified in its charter)

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Massachusetts  
(State or other jurisdiction of  
incorporation or organization)

04-3026859  
(I.R.S. Employer  
Identification No.)

100 Sylvan Road, Woburn, Massachusetts 01801  
(Address of principal executive offices)

Registrant's telephone number, including area code: (781) 904-5000

(Former name, former address, former fiscal year, if changed since last report)

---

Indicate by check mark whether the registrant (1) has filed all reports required to be filed by Section 13 or 15(d) of the Securities Exchange Act of 1934 during the preceding 12 months (or for such shorter period that the registrant was required to file such reports), and (2) has been subject to such filing requirements for the past 90 days. YES ☒ NO ☐

Indicate by check mark whether the registrant is an accelerated filer (as defined in Exchange Act Rule 12b-2) YES ☒ NO ☐

Indicate the number of shares outstanding of each of the issuer's classes of common stock as of the latest practicable date. As of November 1, 2004, the Company had outstanding 17,560,192 shares of common stock, \$.01 par value per share.

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This Quarterly Report contains forward-looking statements, within the meaning of the Private Securities Litigation Reform Act of 1995, that involve risks and uncertainties, including without limitation, statements regarding the expectations regarding our new product offerings, expansion into new markets, Verizon Wireless' timetable to transfer subscribers from our platform to their internal prepaid platform, diversification of our product and customer base, total revenues, *bcgi* Mobile Guardian revenues, earnings per share, billing and transaction processing services revenues, sales and marketing expenses, depreciation and amortization, costs to defend the Freedom Wireless lawsuit and the belief that the Company does not infringe on the Freedom Wireless patents, additional capital investments, payment of additional contingent cash consideration to Infotech Solutions Corporation, and the ability to finance our operations for the next 12 months. These statements are based on the current beliefs and assumptions of management.

Any statements contained herein that are not statements of historical fact may be deemed to be forward-looking statements. Without limiting the foregoing, the words "believe," "anticipate," "plan," "expect," "intend," and similar expressions are intended to identify forward-looking statements, although not all forward-looking statements contain these words.

A number of important factors could cause actual events or our actual results to differ materially from those indicated by such forward-looking statements. These factors include, without limitation, those set forth under the captions "Management's Discussion and Analysis of Financial Condition and Results of Operations", "Certain Factors That May Affect Future Results" and "Quantitative and Qualitative Disclosures About Market Risk". The statements discussed herein do not reflect the potential future impact of any mergers, acquisitions or dispositions. We do not assume any obligation to update any forward-looking statements made herein.

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### Comprehensive Income

Comprehensive income is comprised of net income and unrealized gains and losses on available-for-sale securities.

	Three months ended September 30,		Nine months ended September 30,	
	2004	2003	2004	2003
Net income as reported	\$ 4,168	\$ 4,294	\$13,243	\$11,669
Unrealized gain (loss) on available for sale securities	125	—	(101)	—
Comprehensive income	\$ 4,293	\$ 4,294	\$13,142	\$11,669

## 3. Contingencies

### Legal

In March 2000, Freedom Wireless, Inc. filed a suit against the Company and a number of the Company's wireless carrier customers. The suit is being tried in the United States District Court in Massachusetts and alleges that the defendants infringe two patents held by Freedom Wireless, Inc. and seeks damages in an unspecified amount as well as injunctive relief. If there was a ruling that the Company infringed the Freedom Wireless patents, it could significantly restrict the Company's ability to conduct business. In addition, the Company has an obligation to indemnify the other defendants for damages they may incur with respect to any infringement by the Company's technology. On August 10, 2004, the plaintiff and the defendant each had four summary judgment motions denied by the court, bringing the case closer to the trial phase. The suit is in the pre-trial phase and the trial is scheduled to begin on January 31, 2005. The Company does not believe that it infringes these patents and believes that the patents are invalid in light of prior art and other reasons.

From time to time, as a normal incidence of the nature of the Company's business, various claims, charges and litigation are asserted or commenced against the Company arising from, or related to, contractual matters, patents, trademarks, personal injury, and personnel and employment disputes. As to such claims and litigation, the Company can give no assurance that it will prevail. However, the Company does not believe that any of these current matters (other than as disclosed) will have a material adverse effect on its consolidated financial position, although an adverse outcome of any of these matters could have a material adverse effect on its consolidated results of operations or cash flows in future quarters or in the quarter or annual period in which one or more of these matters are resolved.

### Indemnifications

In November 2002, the Financial Accounting Standards Board (FASB) issued Interpretation No. 45, "Guarantor's Accounting and Disclosure Requirements for Guarantees, Including Indirect Guarantees of Indebtedness of Others" (FIN 45), which requires certain guarantees to be recorded at fair value as opposed to the previous practice of recording a liability only when a loss is probable and reasonably estimable. FIN 45 also requires a guarantor to make significant new guaranty disclosures, even when the likelihood of making any payments under the guarantee is remote.

The Company has agreed to indemnification provisions in certain of its agreements with customers and its leases of real estate in the ordinary course of its business.

With respect to customer agreements, these provisions generally obligate the Company to indemnify the customer against losses, expenses, liabilities and damages that may be awarded against the customer in the event the Company's systems or services infringe upon a patent or other intellectual property right of a third

## EX-31.1 2 dex311.htm SECTION 302 CEO CERTIFICATION

Exhibit 31.1

CERTIFICATIONS

, E. Y. Snowden, certify that:

1. I have reviewed this quarterly report on Form 10-Q of Boston Communications Group, Inc.;
2. Based on my knowledge, this quarterly report does not contain any untrue statement of a material fact or omit to state a material fact necessary to make the statements made, in light of the circumstances under which such statements were made, not misleading with respect to the period covered by this quarterly report;
3. Based on my knowledge, the financial statements, and other financial information included in this quarterly report, fairly present in all material respects the financial condition, results of operations and cash flows of the registrant as of, and for, the periods presented in this quarterly report;
4. The registrant's other certifying officer and I are responsible for establishing and maintaining disclosure controls and procedures (as defined in Exchange Act Rules 13a-15(e) and 15d-15(e)) for the registrant and have:
  - a) Designed such disclosure controls and procedures, or caused such disclosure controls and procedures to be designed under our supervision, to ensure that material information relating to the registrant, including its consolidated subsidiaries, is made known to us by others within those entities, particularly during the period in which this quarterly report is being prepared;
  - b) [Not Applicable]
  - c) Evaluated the effectiveness of the registrant's disclosure controls and procedures and presented in this report our conclusions about the effectiveness of the disclosure controls and procedures as of the end of the period covered by this report based on such evaluation; and
  - d) Disclosed in this report any change in the registrant's internal control over financial reporting that occurred during the registrant's most recent fiscal quarter (the registrant's fourth fiscal quarter in the case of an annual report) that has materially affected, or is reasonable to materially affect, the registrant's internal control over financial reporting; and
5. The registrant's other certifying officer and I have disclosed, based on our most recent evaluation of internal control over financial reporting, to the registrant's auditors and the audit committee of the registrant's board of directors (or persons performing the equivalent functions):
  - a) all significant deficiencies and material weaknesses in the design or operation of internal control over financial reporting which are reasonably likely to adversely affect the registrant's ability to record, process, summarize and report financial information; and
  - b) any fraud, whether or not material, that involves management or other employees who have a significant role in the registrant's internal control over financial reporting.

Date: November 9, 2004

/s/ E.Y. Snowden

---

E. Y. Snowden  
President and Chief Executive Officer

## EX-31.2 3 dex312.htm SECTION 302 CFO CERTIFICATION

Exhibit 31.2

I, Karen A. Walker, certify that:

1. I have reviewed this quarterly report on Form 10-Q of Boston Communications Group, Inc.;
2. Based on my knowledge, this quarterly report does not contain any untrue statement of a material fact or omit to state a material fact necessary to make the statements made, in light of the circumstances under which such statements were made, not misleading with respect to the period covered by this quarterly report;
3. Based on my knowledge, the financial statements, and other financial information included in this quarterly report, fairly present in all material respects the financial condition, results of operations and cash flows of the registrant as of, and for, the periods presented in this quarterly report; registrant as of, and for, the periods presented in this quarterly report;
4. The registrant's other certifying officer and I are responsible for establishing and maintaining disclosure controls and procedures (as defined in Exchange Act Rules 13a-15(e) and 15d-15(e)) for the registrant and have:
  - a) Designed such disclosure controls and procedures, or caused such disclosure controls and procedures to be designed under our supervision, to ensure that material information relating to the registrant, including its consolidated subsidiaries, is made known to us by others within those entities, particularly during the period in which this quarterly report is being prepared;
  - b) [Not Applicable]
  - c) Evaluated the effectiveness of the registrant's disclosure controls and procedures and presented in this report our conclusions about the effectiveness of the disclosure controls and procedures as of the end of the period covered by this report based on such evaluation; and
  - d) Disclosed in this report any change in the registrant's internal control over financial reporting that occurred during the registrant's most recent fiscal quarter (the registrant's fourth fiscal quarter in the case of an annual report) that has materially affected, or is reasonable to materially affect, the registrant's internal control over financial reporting; and
5. The registrant's other certifying officer and I have disclosed, based on our most recent evaluation of internal control over financial reporting, to the registrant's auditors and the audit committee of the registrant's board of directors (or persons performing the equivalent functions):
  - a) all significant deficiencies and material weaknesses in the design or operation of internal control over financial reporting which are reasonably likely to adversely affect the registrant's ability to record, process, summarize and report financial information; and
  - b) any fraud, whether or not material, that involves management or other employees who have a significant role in the registrant's internal control over financial reporting.

Date: November 9, 2004

/s/ Karen A. Walker

---

Karen A. Walker  
Vice President, Finance and Administration and Chief Financial Officer



EX-32 4 dex32.htm SECTION 906 CEO AND CFO CERTIFICATION

Exhibit 32

CERTIFICATION PURSUANT TO 18 U.S.C. SECTION 1350,  
AS ADOPTED PURSUANT TO  
SECTION 906 OF THE SARBANES-OXLEY ACT OF 2002

In connection with the quarterly report on Form 10-Q of Boston Communications Group, Inc. (the "Company") for the period ended September 30, 2004 as filed with the Securities and Exchange Commission on the date hereof (the "Report"), the undersigned, E.Y. Snowden, President and Chief Executive Officer, and Karen A. Walker, Vice President, Finance and Administration and Chief Financial Officer, hereby certify, pursuant to 18 U.S.C. Section 1350, that:

- (1) the Report fully complies with the requirements of Section 13(a) or 15(d) of the Securities Exchange Act of 1934; and
- (2) the information contained in the Report fairly presents, in all material respects, the financial condition and results of operations of the Company.

Date November 9, 2004

/s/ E.Y. Snowden

\_\_\_\_\_  
E.Y. Snowden  
President and Chief Executive Officer

Date: November 9, 2004

/s/ Karen A. Walker

\_\_\_\_\_  
Karen A. Walker  
Vice President, Finance and Administration and Chief Financial Officer

A signed original of this written statement required by Section 906 has been provided to Boston Communications Group, Inc., and will be retained by Boston Communications Group, Inc. and furnished to the Securities and Exchange Commission or its staff upon request.

# **Exhibit 26**

FINAL TRANSCRIPT

**Thomson StreetEvents<sup>SM</sup>**



## **Conference Call Transcript**

**BCGI - Q4 2004 Boston Communications Group Earnings Conference Call**

**Event Date/Time: Feb. 01, 2005 / 5:00PM ET**

**Event Duration: N/A**

**Thomson StreetEvents**

[streetevents@thomson.com](mailto:streetevents@thomson.com)

617.603.7900

[www.streetevents.com](http://www.streetevents.com)

## BCGI - Q4 2004 Boston Communications Group Earnings Conference Call

## CORPORATE PARTICIPANTS

**Susan Garland***Boston Communications Group - IR***E.Y. Snowden***Boston Communications Group - President, CEO***Karen Walker***Boston Communications Group - CFO, VP - Financial Admin, Treasurer*

## CONFERENCE CALL PARTICIPANTS

**Peter Jacobson***Kaufman Brothers - Analyst***Steve Levenson***Advest - Analyst***Tavis McCourt***Morgan Keegan - Analyst***Scott Sutherland***Wedbush Morgan Securities - Analyst***Greg Gorbatenko***Marquis Investment Research - Analyst***Vince Pipia***HD Brous - Analyst*

## PRESENTATION

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**Operator**

Good afternoon. My name is Vonda, and I will be your conference facilitator. At this time, I'd like to welcome everyone to the bcgi fourth-quarter and 2004 year-end conference call. All lines have been placed on mute to prevent any background noise. After the speakers' remarks, there will be a question-and-answer period. (OPERATOR INSTRUCTIONS) Thank you.

Ms. Garland with Financial Relations Board, you may begin your conference.

---

**Susan Garland - Boston Communications Group - IR**

Thank you, Vonda. Good afternoon. By now, you should have had a chance to review today's press release. If anyone still needs a copy, please call us at 212-827-3777 and request a fax or e-mail. Alternatively, you can view and download the release at the Boston Communications corporate website, [www.bcgi.net](http://www.bcgi.net).

On the line with us today are E. Y. Snowden, President and CEO, and Karen Walker, CFO of Boston Communications Group. Please note that management is happy to speak privately with investors and analysts regarding overall strategy, industry trends, in historical issues. However, more specific questions regarding updates on financial guidance or other material information will only be discussed on widely disseminated press releases or via open conference calls such as the one being held today.

I would also like to caution everyone that various remarks that the Company may make about the Company's future expectations, plans, and prospects constitute forward-looking statements for purposes of the Safe Harbor provisions under the Private Securities Litigation Reform Act of 1995. Actual results may differ materially from those indicated by these forward-looking statements as a result of various important factors, including those discussed in the Form 10-Q for the quarter ended September 30, 2004, which is on file with the SEC. In addition, any forward-looking statements represents our views only as of today, and should not be relied upon as representing our views as of any subsequent date. While we may elect to update forward-looking statements at some point in the future, we specifically disclaim any obligation to do so, even if our estimates change. And therefore, you should not rely on these forward-looking statements as representing our views as of any date subsequent to today.

Now I would like to turn the call over to E. Y. Snowden. E. Y., please go ahead.

FINAL TRANSCRIPT

## BCGI - Q4 2004 Boston Communications Group Earnings Conference Call

although we do not have the specific migration schedule from Verizon, we still expect they will complete conversions off of our platform by Q3 '05.

Nevertheless, given our baseline of revenues and related trends, we are estimating that consolidated revenues will range around 23 to \$25 million for the first quarter of '05. Our gross margins are expected to decreased to about 71 to 73 percent in the first quarter, due to the lower revenues, along with additional costs for resources to support our license sale business and international expansion.

Our sales and marketing expenses are anticipated to increase by more than \$1 million in the first quarter of '05. The increase reflects our investment in our rebranding effort; our participation in two major tradeshows in Q1, 3GSM World Conference and CTIA; as well as our focus on expanding our product offerings on a global scale. ER&D and G&A expenses for Q1 are expected to remained fairly consistent with Q4.

As we approached the Freedom Wireless trial date of February 28, legal expenses are expected to increase to 5 to 6 cents per share in Q1 to accommodate additional hours and expenses to try the case. In documents that were made publicly available last week, we learned that Verizon Wireless, a defendant in the case, reached a settlement with Freedom and is no longer a defendant in the case. bcgi was not part of the settlement discussions, and the terms of the settlement are not public. It's important to note that, as we were not a party to these negotiations, we have not agreed to Verizon's settlement terms, and we do not believe that we have any indemnification liability towards Verizon's settlement.

This also does not change our position in the case. We remain that we do not infringe on the Freedom Wireless patents, and that the patents are invalid in light of prior art (ph).

Our capital expenditures are estimated to range between 4 to 5 million for the first quarter. And we expect to spend about 15 to \$17 million in '05. As a result, depreciation expense is expected to increased 2 to \$300,000 in Q1. The capital requirements are primarily to support new product offerings and ongoing technology enhancements to further advance our real-time transaction processing platform to support our Mobile Guardian, payments, licensing, and MVNO strategies.

We expect first-quarter GAAP earnings to range between 5 and 9 cents per share, including legal charges of approximately 5 to 6 cents per share. Principally due to the timing of certain year-end accruals being paid in the first quarter, we expect that cash will decrease about 2 to \$4 million in Q1.

Before turning the call over to questions, we would like to reiterate that the progress we are making to position bcgi as a global leader in real-time billing and payments as well as to make Mobile Guardian a category-leading solution is the result of our dedicated pursuit of our clearly defined diversification strategy. In 2005, we

expect to maintain the accelerated pace of our development and marketing efforts to achieve our objectives. We will continue to manage cost through prudent investment in growth areas of our business, and work to further strengthen our balance sheet.

The economic strength of our core business enables us to be in a strong cash generation position, even while we work to build and grow our new initiatives. We're confident that the steps we have taken to broaden our market reach and the changes we have made to overcome specific business challenges have created significant new revenue opportunities for bcgi. We look forward to reporting our progress throughout 2005 and for many years to come.

Thank you for your time. And I would now like to ask the operator to open the call to questions.



# **Exhibit 27**

10-K 1 d10k.htm FORM 10-K

Table of Contents

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**UNITED STATES  
SECURITIES AND EXCHANGE COMMISSION  
WASHINGTON, D.C. 20549**

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**FORM 10-K**

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☒ **ANNUAL REPORT PURSUANT TO SECTION 13 OR 15(d) OF THE SECURITIES  
EXCHANGE ACT OF 1934**

For the fiscal year ended December 31, 2004

OR

☐ **TRANSITION REPORT PURSUANT TO SECTION 13 OR 15(d) OF THE SECURITIES  
EXCHANGE ACT OF 1934**

Commission File Number 000-28432

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**BOSTON COMMUNICATIONS GROUP, INC.**

(Exact Name of Registrant as Specified in its Charter)

---

**MASSACHUSETTS**  
(State or Other Jurisdiction  
of Incorporation or Organization)

**04-3026859**  
(I.R.S. Employer  
Identification No.)

**55 Middlesex Turnpike,  
Bedford, Massachusetts**  
(Address of Principal Executive Office)

**01730**  
(Zip Code)

Registrant's telephone number, including area code: (781) 904-5000

---

Securities registered pursuant to Section 12(b) of the Act:

None

Securities registered pursuant to Section 12(g) of the Act:

Common Stock, par value \$.01 per share

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Indicate by check mark whether registrant (1) has filed all reports required to be filed by Section 13 or 15(d) of the Securities Exchange Act of 1934 during the preceding 12 months (or for such shorter period that the registrant was required to file such reports), and (2) has been subject to such filing requirements for the past 90 days. YES ☒ NO ☐

Indicate by check mark if disclosure of delinquent filers pursuant to Item 405 of Regulation S-K is not contained herein, and will not be contained, to the best of registrant's knowledge, in definitive proxy or information statements incorporated by reference in Part III of this Form 10-K or any amendment to this Form 10-K. ☐

Indicate by check mark whether the registrant is an accelerated filer (as defined in Exchange Act Rule 12b-2) YES ☐ NO ☒

The approximate aggregate value of the common stock held by non-affiliates of the registrant, computed by reference to the closing sales price of such stock quoted on the NASDAQ National Market on June 30, 2004, was \$177,946,324. The

number of shares outstanding of the Registrant's common stock, \$.01 par value per share, as of March 11, 2005 was 17,639,150.

**DOCUMENTS INCORPORATED BY REFERENCE**

Portions of the registrant's definitive proxy statement for its 2005 Annual Meeting of Stockholders are incorporated by reference into Part III (Items 10, 11, 12, 13 and 14) of this Annual Report on Form 10-K.

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## Table of Contents

This Annual Report contains forward-looking statements, within the meaning of the Private Securities Litigation Reform Act of 1995, that involve risks and uncertainties, including without limitation, statements regarding:

- Earnings per share;
- Revenues;
- Gross margin;
- Continued customer concentration and diversification of our revenue base;
- Legal expenses related to the Freedom Wireless, Inc. ("Freedom Wireless") lawsuit;
- Global expansion with new and existing products;
- Entrance of new competitors in the wireless services market;
- Engineering, research and development expenditures;
- Sales and marketing expenses;
- General and administrative expenses;
- Depreciation and amortization expense;
- Capital expenditures;
- Defined Benefit Plan contributions;
- Financing of investments and contingent consideration payments with cash and short-term investments;
- Expectations regarding new product offerings; and
- Payment of dividends.

These statements are based on the current beliefs and assumptions of management.

Any statements contained herein that are not statements of historical fact may be deemed to be forward-looking statements. Without limiting the foregoing, the words "believe," "anticipate," "plan," "expect," "intend," and similar expressions are intended to identify forward-looking statements, although not all forward-looking statements contain these words.

A number of important factors could cause actual events or actual results to differ materially from those indicated by such forward-looking statements. These factors include, without limitation, those set forth under the captions "Management's Discussion and Analysis of Financial Condition and Results of Operations", "Certain Factors That May Affect Future Results", "Quantitative and Qualitative Disclosures About Market Risk" and those set forth in Items 1 and 3 of Part I of this Annual Report on Form 10-K. The factors discussed herein do not reflect the potential future impact of any mergers, acquisitions or dispositions. We do not assume any obligation to update any forward-looking statements made herein.

## **Item 1. BUSINESS**

### **OVERVIEW**

Boston Communications Group, Inc. ("*bcbi*") was incorporated in Massachusetts in 1988 and provides innovative products and services to enable advanced voice and data services for wireless operators, including carriers such as Alltel Corporation, Cable and Wireless, Cincinnati Bell Wireless, Cingular Wireless, Dobson Cellular Systems, Inc., Nextel Communications, Telefonica and Verizon Wireless. We are a leading provider of Real-Time billing as well as other products and services to wireless operators and we offer our solutions on both a managed services and/or licensed system basis. These innovative solutions help our wireless operator customers compete effectively by attracting and retaining additional subscriber customers, thereby increasing their ability to drive additional revenue while lowering their operating costs.

**Table of Contents****AVAILABLE INFORMATION**

We maintain an internet website at [www.bcgi.net](http://www.bcgi.net). The contents of our website are not part of this annual report on Form 10-K, and our internet address is included in this document as an inactive textual reference only. We make available, free of charge through our website, our annual report on Form 10-K, quarterly reports on Form 10-Q, current reports on Form 8-K and each amendment to these reports as soon as reasonably practical after we file such material with, or furnish it to, the Securities and Exchange Commission ("SEC"). Each such report is available via a direct link through our website to our filings on the Securities and Exchange Commission EDGAR system or directly from the SEC's website, [www.sec.gov](http://www.sec.gov).

**Item 2. PROPERTIES**

We own the facility at our principal location in Bedford, Massachusetts. Our Bedford location currently houses our data and network operations center, as well as our corporate headquarters, engineering and software development, sales and marketing, and administrative personnel. We lease space at our locations in Woburn, Massachusetts, Westbrook, Maine and Hyderabad, India. Our Woburn, Massachusetts facility currently serves as our redundant data center site.

The Westbrook facility houses our support functions for our Voyager Billing solution, including software development and technical support. Our Hyderabad facility hosts certain software development functions. We also have 31 other smaller leased facilities throughout the United States that house certain equipment for our network. We believe that our existing sites will accommodate our short-term anticipated growth and data center space needs and that suitable additional space is available if needed. Additionally, in February 2005 the lease for a portion of our Woburn facility was extended until February 2009 for our redundant data center.

The following list comprises our significant leased facilities:

<u>Location</u>	<u>Square Footage</u>	<u>Expiration Date</u>
Woburn, Massachusetts	13,669	February 2009
Westbrook, Maine	10,679	May 2006
Hyderabad, India	6,232	June 2007

**Item 3. LEGAL PROCEEDINGS**

In March 2000, Freedom Wireless, Inc. filed a suit against us and a number of our wireless carrier customers. The suit is being tried in the United States District Court in Massachusetts and alleges that the defendants infringe two patents held by Freedom Wireless, Inc. and seeks damages as well as injunctive relief. If there were a ruling that we infringed the Freedom Wireless patents, it could significantly restrict our ability to conduct business. In addition, we have an obligation to indemnify the other defendants for damages they may incur with respect to any infringement by our technology. The trial began on February 28, 2005 and is expected to last for approximately eight weeks. In 2005, Verizon Wireless, who was a defendant in the case, reached a settlement with Freedom Wireless and is therefore no longer a defendant in the case. We were not part of the settlement discussions and the terms of the settlement are not public. We do not believe that we infringe these patents and believe that the patents are invalid in light of prior art and other reasons.

In the fourth quarter of 2000, the third quarter of 2001 and the first quarter of 2002, we recorded special charges of \$2.6 million, \$3.6 million and \$3.3 million, respectively, principally to accrue for legal expenses estimated by our outside legal counsel to be incurred in the defense of the patent infringement suit brought by Freedom Wireless. However, due to the lengthy and unpredictable proceedings, which had made it difficult to reasonably estimate legal costs in the Freedom Wireless suit, commencing in the third quarter of 2002, we began accounting for costs related to this case as incurred. As a result, for the years ended December 31, 2003 and 2004, we recorded charges of \$4.0 and \$3.0 million, respectively, for legal expenses related to the lawsuit.



EX-31.1 9 dex311.htm CERTIFICATION OF CEO

Exhibit 31.1

## CERTIFICATIONS

, E. Y. Snowden, certify that:

1. I have reviewed this annual report on Form 10-K of Boston Communications Group, Inc.;
2. Based on my knowledge, this annual report does not contain any untrue statement of a material fact or omit to state a material fact necessary to make the statements made, in light of the circumstances under which such statements were made, not misleading with respect to the period covered by this annual report;
3. Based on my knowledge, the financial statements, and other financial information included in this annual report, fairly present in all material respects the financial condition, results of operations and cash flows of the registrant as of, and for the periods presented in this annual report;
4. The registrant's other certifying officer and I are responsible for establishing and maintaining disclosure controls and procedures (as defined in Exchange Act Rules 13a-15(e) and 15d-15(e)) for the registrant and have:
  - a) Designed such disclosure controls and procedures, or caused such disclosure controls and procedures to be designed under our supervision, to ensure that material information relating to the registrant, including its consolidated subsidiaries, is made known to us by others within those entities, particularly during the period in which this annual report is being prepared;
  - b) Designed such internal control over financial reporting or caused such disclosure controls and procedures to be designed under our supervision, to provide reasonable assurance regarding the reliability of financial reporting and the preparation of financial statements for external reporting purposes in accordance with generally accepted accounting principles.
  - c) Evaluated the effectiveness of the registrant's disclosure controls and procedures and presented in this report our conclusions about the effectiveness of the disclosure controls and procedures as of the end of the period covered by this report based on such evaluation; and
  - d) Disclosed in this report any change in the registrant's internal control over financial reporting that occurred during the registrant's most recent fiscal quarter (the registrant's fourth fiscal quarter in the case of an annual report) that has materially affected, or is reasonable to materially affect, the registrant's internal control over financial reporting; and
5. The registrant's other certifying officer and I have disclosed, based on our most recent evaluation of internal control over financial reporting, to the registrant's auditors and the audit committee of the registrant's board of directors (or persons performing the equivalent functions):
  - a) All significant deficiencies and material weaknesses in the design or operation of internal control over financial reporting which are reasonably likely to adversely affect the registrant's ability to record, process, summarize and report financial information; and
  - b) Any fraud, whether or not material, that involves management or other employees who have a significant role in the registrant's internal control over financial reporting.

Date: March 9, 2005

/s/ E. Y. Snowden

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E. Y. Snowden  
President and Chief Executive Officer

## EX-31.2 10 dex312.htm CERTIFICATION OF CFO

Exhibit 31.2

I, Karen A. Walker, certify that:

1. I have reviewed this annual report on Form 10-K of Boston Communications Group, Inc.;
2. Based on my knowledge, this annual report does not contain any untrue statement of a material fact or omit to state a material fact necessary to make the statements made, in light of the circumstances under which such statements were made, not misleading with respect to the period covered by this annual report;
3. Based on my knowledge, the financial statements, and other financial information included in this annual report, fairly present in all material respects the financial condition, results of operations and cash flows of the registrant as of, and for the periods presented in this annual report;
4. The registrant's other certifying officer and I are responsible for establishing and maintaining disclosure controls and procedures (as defined in Exchange Act Rules 13a-15(e) and 15d-15(e)) for the registrant and have:
  - a) Designed such disclosure controls and procedures, or caused such disclosure controls and procedures to be designed under our supervision, to ensure that material information relating to the registrant, including its consolidated subsidiaries, is made known to us by others within those entities, particularly during the period in which this annual report is being prepared;
  - b) Designed such internal control over financial reporting or caused such disclosure controls and procedures to be designed under our supervision, to provide reasonable assurance regarding the reliability of financial reporting and the preparation of financial statements for external reporting purposes in accordance with generally accepted accounting principles.
  - c) Evaluated the effectiveness of the registrant's disclosure controls and procedures and presented in this report our conclusions about the effectiveness of the disclosure controls and procedures as of the end of the period covered by this report based on such evaluation; and
  - d) Disclosed in this report any change in the registrant's internal control over financial reporting that occurred during the registrant's most recent fiscal quarter (the registrant's fourth fiscal quarter in the case of an annual report) that has materially affected, or is reasonable to materially affect, the registrant's internal control over financial reporting; and
5. The registrant's other certifying officer and I have disclosed, based on our most recent evaluation of internal control over financial reporting, to the registrant's auditors and the audit committee of the registrant's board of directors (or persons performing the equivalent functions):
  - a) All significant deficiencies and material weaknesses in the design or operation of internal control over financial reporting which are reasonably likely to adversely affect the registrant's ability to record, process, summarize and report financial information; and
  - b) Any fraud, whether or not material, that involves management or other employees who have a significant role in the registrant's internal control over financial reporting.

Date: March 9, 2005

/s/ Karen A. Walker

Karen A. Walker  
Vice President, Finance and  
Administration and Chief Financial Officer

EX-32 11 dex32.htm CERTIFICATION OF CEO AND CFO

Exhibit 32

**CERTIFICATION PURSUANT TO 18 U.S.C. SECTION 1350,  
AS ADOPTED PURSUANT TO  
SECTION 906 OF THE SARBANES-OXLEY ACT OF 2002**

In connection with the annual report on Form 10-K of Boston Communications Group, Inc. (the "Company") for the period ended December 31, 2004 as filed with the Securities and Exchange Commission on the date hereof (the "Report"), the undersigned, E.Y. Snowden, President and Chief Executive Officer, and Karen A. Walker, Vice President, Finance and Administration and Chief Financial Officer, hereby certify, pursuant to 18 U.S.C. Section 1350, that:

- (1) the Report fully complies with the requirements of Section 13(a) or 15(d) of the Securities Exchange Act of 1934; and
- (2) the information contained in the Report fairly presents, in all material respects, the financial condition and results of operations of the Company.

Date: March 9, 2005

/s/ E. Y. Snowden

\_\_\_\_\_  
E.Y. Snowden  
President and Chief Executive Officer

Date: March 9, 2005

/s/ Karen A. Walker

\_\_\_\_\_  
Karen A. Walker  
Vice President, Finance and  
Administration and Chief Financial Officer

A signed original of this written statement required by Section 906 has been provided to Boston Communications Group, Inc., and will be retained by Boston Communications Group, Inc. and furnished to the Securities and Exchange Commission or its staff upon request.

# **Exhibit 28 – Part 1**

# FORM 4

**Check this box if no longer subject to Section 16. Form 4 or Form 5 obligations may continue. See Instruction 1(b).**

**UNITED STATES SECURITIES AND EXCHANGE COMMISSION**  
**Washington, D.C. 20549**

# STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP OF SECURITIES

Filed pursuant to Section 16(a) of the Securities Exchange Act of 1934, Section 17(a) of the Public Utility Holding Company Act of 1935 or Section 30(h) of the Investment Company Act of 1940

OMB APPROVAL	
OMB Number:	3235-0287
Expires:	January 31, 2008
Estimated average burden hours per response...	0.50

(Print or Type Responses)

1. Name and Address of Reporting Person *	2. Issuer Name and Ticker or Trading Symbol	5. Relationship of Reporting Person(s) to Issuer (Check all applicable)
SNOWDEN E Y	BOSTON COMMUNICATIONS GROUP INC [bci]	<input type="checkbox"/> Director <input type="checkbox"/> 10% Owner <input checked="" type="checkbox"/> X Officer (give title below) <input type="checkbox"/> Other (specify below) President & CEO
55 Middlesex Turnpike	3. Date of Earliest Transaction (Month/Day/Year) 05/02/2005	
Bedford, MA 01730	4. If Amendment, Date of Original Filed (Month/Day/Year)	6. Individual or Joint/Group Filing (Check Applicable Line) <input checked="" type="checkbox"/> X Form filed by One Reporting Person <input type="checkbox"/> Form filed by More than One Reporting Person

Table 1 - Non-Derivative Securities Acquired, Disposed of, or Beneficially Owned

1. Title of Security (Instr. 3)	2. Transaction Date (Month/Day/Year)	2A. Deemed Execution Date, if any (Month/Day/Year)	3. Transaction Code (Instr. 8)		4. Securities Acquired (A) or Disposed of (D) (Instr. 3, 4 and 5)		5. Amount of Securities Beneficially Owned Following Reported Transaction(s) (Instr. 3 and 4)	6. Ownership Form: Direct (D) or Indirect (I) (Instr. 4)	7. Nature of Indirect Beneficial Ownership (Instr. 4)
						(A) or (D)	Price		
Common Stock	05/02/2005		P		V	Amount (D)			
						2,500	A	\$5.654	D
								14,049	

Reminder: Report on a separate line for each class of securities beneficially owned directly or indirectly.

**Persons who respond to the collection of information contained in this form are not required to respond unless the form displays a currently valid OMB control number.**

SEC 1474 (9-02)

**Table II - Derivative Securities Acquired, Disposed of, or Beneficially Owned (e.g., puts, calls, warrants, options, convertible securities)**

1. Title of Derivative Security (Instr. 3)	2. Conversion or Exercise Price of Derivative	3. Transaction Date (Month/Day/Year)	3A. Deemed Execution Date, if any (Month/Day/Year)	4. Transaction Code (Instr. 8)	5. Number of Derivative Securities Acquired (A) or	6. Date Exercisable and Expiration Date (Month/Day/Year)	7. Title and Amount of Underlying Securities (Instr. 3 and	8. Price of Derivative Security (Instr. 5)	9. Number of Derivative Securities Beneficially Owned	10. Ownership Form of Derivative Security: Direct (D)	11. Nature of Indirect Beneficial Ownership (Instr. 4)
(e.g., Put or Call, Convertible Preferred, Convertible Securities)											



Security	4)										Following Reported Transaction (s) (Instr. 4)	or Indirect (I) Transaction (Instr. 4)
	Disposed of (D) (Instr. 3, 4, and 5)		Date Exercisable Date		Expiration Date		Title		Amount or Number of Shares			
	Code	V	(A)	(D)								

# Reporting Owners

Reporting Owner Name / Address	Relationships		
	Director	10% Owner	Officer
SNOWDEN E Y 55 Middlesex Turnpike Bedford, MA 01730			President & CEO

## Signatures

E. Y. Snowden

05/02/2005

Signature of Reporting Person

Date \_\_\_\_\_

### Explanation of Responses:

\* If the form is filed by more than one reporting person, see Instruction 4(b)(v).

\*\*\* Intentional misstatements or omissions of facts constitute Federal Criminal Violations. See 18 U.S.C. 1001 and 15 U.S.C. 78ff(a).

**Note:** File three copies of this Form, one of which must be manually signed. If space is insufficient, see Instruction 6 for procedure.

Potential persons who are to respond to the collection of information contained in this form are not required to respond unless the form displays a currently valid OMB number.

**Meredith McGuire**

---

**From:** Edgar.Postmaster@sec.gov  
**Sent:** Monday, May 02, 2005 4:51 PM  
**To:** abouffard@bcgi.net; secnotices@sendd.com; mmcguire@bcgi.net; lapony@bcgi.net  
**Subject:** ACCEPTED FORM TYPE 4 (0001181431-05-024776)

THE FOLLOWING SUBMISSION HAS BEEN ACCEPTED BY THE U.S. SECURITIES AND EXCHANGE COMMISSION.

COMPANY: BOSTON COMMUNICATIONS GROUP INC  
FORM TYPE: 4 NUMBER OF DOCUMENTS: 1  
RECEIVED DATE: 02-May-2005 16:51 ACCEPTED DATE: 02-May-2005 16:51  
FILING DATE: 02-May-2005 16:51  
TEST FILING: NO CONFIRMING COPY: NO

ACCESSION NUMBER: 0001181431-05-024776

FILE NUMBER(S):  
1. 000-28432

THE PASSWORD FOR LOGIN CIK 0001181431 WILL EXPIRE 05-Apr-2006 14:08.

PLEASE REFER TO THE ACCESSION NUMBER LISTED ABOVE FOR FUTURE INQUIRIES.

REPORTING OWNER(S):

1. CIK: 0001200471  
OWNER: SNOWDEN E Y  
FORM TYPE: 4  
FILE NUMBER(S):  
1. 000-28432

ISSUER:

2. CIK: 0001012887  
COMPANY: BOSTON COMMUNICATIONS GROUP INC

----- NOTICE -----

URGENT: Verify that all of your addresses on the EDGAR database are correct. An incorrect address in the EDGAR Accounting Contact Name and Address information may result in your fee Account Activity Statement being returned to the SEC as undeliverable. Please correct outdated addresses via the EDGAR filing website.

The EDGAR system is available to receive and process filings from 6:00 a.m. to 10:00 p.m. Eastern Time on business days. Filer Support staff members are available to respond to requests for assistance from 7:00 a.m. to 7:00 p.m. Eastern Time.

We strongly encourage you to visit the Filing Website at <https://www.edgarfiling.sec.gov>. You can download our current version of the EDGARLink/Windows software and templates, the Filer Manual, receive on-line help, and access Frequently Asked Questions.

**FORM 4**

Check this box if no longer subject to Section 16, Form 4 or Form 5 obligations may continue. See Instruction 1(b).

**UNITED STATES SECURITIES AND EXCHANGE COMMISSION**

Washington, D.C. 20549

**STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP OF SECURITIES**

Filed pursuant to Section 16(a) of the Securities Exchange Act of 1934, Section 17(a) of the Public Utility Holding Company Act of 1935 or Section 30(h) of the Investment Company Act of 1940

**OMB APPROVAL**

OMB Number: 3235-0287  
Expires: January 31, 2008  
Estimated average burden hours per response... 0.5

(Print or Type Responses)

1. Name and Address of Reporting Person *		2. Issuer Name and Ticker or Trading Symbol		5. Relationship of Reporting Person(s) to Issuer (Check all applicable)	
SNOWDEN E Y		BOSTON COMMUNICATIONS GROUP INC [bcgi]		Director _____ X Officer (give title below) _____ 10% Owner _____ Other (specify below) _____ President & CEO	
3. Date of Earliest Transaction (Month/Day/Year)		6. Individual or Joint/Group Filing (Check Applicable Line)			
55 Middlesex Turnpike		X Form filed by One Reporting Person _____ Form filed by More than One Reporting Person _____			
4. If Amendment, Date of Original Filed (Month/Day/Year)					

**Table I - Non-Derivative Securities Acquired, Disposed of, or Beneficially Owned**

1. Title of Security (Instr. 3)	2. Transaction Date (Month/Day/Year)	3. Transaction Code (Instr. 8)	4. Securities Acquired (A) or Disposed of (D) (Instr. 3, 4 and 5)	5. Amount of Securities Beneficially Owned Following Reported Transaction(s) (Instr. 3 and 4)	6. Ownership Form: Direct (D) or Indirect (I) (Instr. 4)	7. Nature of Indirect Beneficial Ownership (Instr. 4)

Reminder: Report on a separate line for each class of securities beneficially owned directly or indirectly.

Persons who respond to the collection of information contained in this form are not required to respond unless the form displays a currently valid OMB control number.

SEC 1474 (9-02)

**Table II - Derivative Securities Acquired, Disposed of, or Beneficially Owned (e.g., puts, calls, warrants, options, convertible securities)**

1. Title of Derivative Security (Instr. 3)	2. Conversion or Exercise Price of Derivative Security	3. Transaction Date (Month/Day/Year)	3A. Deemed Execution Date, if any (Month/Day/Year)	4. Transaction Code (Instr. 8)	5. Number of Derivative Securities Acquired (A) or Disposed of	6. Date Exercisable and Expiration Date (Month/Day/Year)	7. Title and Amount of Underlying Securities (Instr. 3 and 4)	8. Price of Derivative Security (Instr. 5)	9. Number of Derivative Securities Beneficially Owned Following	10. Ownership Form of Derivative Security: Direct (D) or Indirect	11. Nature of Indirect Beneficial Ownership (Instr. 4)

			(D) (Instr. 3, 4, and 5)			Expiration Date	Title	Amount or Number of Shares	Reported Transaction (S) (Instr. 4)	(I) (Instr. 4)
			Code	V	(A)					
Stock Options (Right to Buy)	\$7.29	03/28/2005	A		40,500	03/28/2006 (1)	Common Stock	40,500	\$ 0	D

## Reporting Owners

Reporting Owner Name / Address	Relationships		
	Director	10% Owner	Officer
SNOWDEN E Y 55 Middlesex Turnpike Bedford, MA 01730			President & CEO

## Signatures

3/30/05

*Edward Snowden*  
*Alan Bouffard*  
 Signed by: Alan Bouffard under Power of Attorney dated 8/31/2002

\*\*Signature of Reporting Person

Date

03/30/2005

## Explanation of Responses:

- \* If the form is filed by more than one reporting person, see Instruction 4(b)(v).
- \*\* Intentional misstatements or omissions of facts constitute Federal Criminal Violations. See 18 U.S.C. 1001 and 15 U.S.C. 78ff(a).
- (1) Exercisable in three equal installments commencing on the anniversary of the date of grant.
- (2) In addition, 123,000 are held indirectly by (a) 41,000 by the Bradford Irrevocable Trust (b) 41,000 by the Sophia Trust, (c) 41,000 by the Mallory Trust, f/o/b the children of the reporting person.

Note: File three copies of this Form, one of which must be manually signed. If space is insufficient, see Instruction 6 for procedure.

Potential persons who are to respond to the collection of information contained in this form are not required to respond unless the form displays a currently valid OMB number.



**Meredith McGuire**

---

**From:** Edgar.Postmaster@sec.gov  
**Sent:** Wednesday, March 30, 2005 4:28 PM  
**To:** abouffard@bcgi.net; secnotices@sendd.com; mmcguire@bcgi.net; lapony@bcgi.net  
**Subject:** ACCEPTED FORM TYPE 4 (0001181431-05-019143)

THE FOLLOWING SUBMISSION HAS BEEN ACCEPTED BY THE U.S. SECURITIES AND EXCHANGE COMMISSION.

COMPANY: BOSTON COMMUNICATIONS GROUP INC  
FORM TYPE: 4 NUMBER OF DOCUMENTS: 1  
RECEIVED DATE: 30-Mar-2005 16:28 ACCEPTED DATE: 30-Mar-2005 16:28  
FILING DATE: 30-Mar-2005 16:28  
TEST FILING: NO CONFIRMING COPY: NO

ACCESSION NUMBER: 0001181431-05-019143

FILE NUMBER(S):  
1. 000-28432

THE PASSWORD FOR LOGIN CIK 0001181431 WILL EXPIRE 22-Apr-2005 21:41.

PLEASE REFER TO THE ACCESSION NUMBER LISTED ABOVE FOR FUTURE INQUIRIES.

REPORTING OWNER(S):

1. CIK: 0001200471  
OWNER: SNOWDEN E Y  
FORM TYPE: 4  
FILE NUMBER(S):  
1. 000-28432

ISSUER:

2. CIK: 0001012887  
COMPANY: BOSTON COMMUNICATIONS GROUP INC

----- NOTICE -----

URGENT: Verify that all of your addresses on the EDGAR database are correct. An incorrect address in the EDGAR Accounting Contact Name and Address information may result in your fee Account Activity Statement being returned to the SEC as undeliverable. Please correct outdated addresses via the EDGAR filing website.

The EDGAR system is available to receive and process filings from 6:00 a.m. to 10:00 p.m. Eastern Time on business days. Filer Support staff members are available to respond to requests for assistance from 7:00 a.m. to 7:00 p.m. Eastern Time.

We strongly encourage you to visit the Filing Website at <https://www.edgarfiling.sec.gov>. You can download our current version of the EDGARLink/Windows software and templates, the Filer Manual, receive on-line help, and access Frequently Asked Questions.

**FORM 4**

☐ Check this box if no longer subject to Section 16. Form 4 or Form 5 obligations may continue. See Instruction I(b).

**UNITED STATES SECURITIES AND EXCHANGE COMMISSION**  
**Washington, D.C. 20549**

**STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP OF SECURITIES**

Filed pursuant to Section 16(a) of the Securities Exchange Act of 1934, Section 17(a) of the Public Utility Holding Company Act of 1935 or Section 30(h) of the Investment Company Act of 1940

<b>OMB APPROVAL</b>	
OMB Number: 3235-0287	
Expires: January 31, 2008	
Estimated average burden hours per response...	0.5

(Print or Type Responses)

1. Name and Address of Reporting Person *		2. Issuer Name and Ticker or Trading Symbol		5. Relationship of Reporting Person(s) to Issuer (Check all applicable)	
SNOWDEN E Y		BOSTON COMMUNICATIONS GROUP INC [bcgi]		<input type="checkbox"/> Director <input checked="" type="checkbox"/> Officer (give title below) _____ 10% Owner <input type="checkbox"/> Other (specify below) _____ <b>President &amp; CEO</b>	
(Last) (First) (Middle)		3. Date of Earliest Transaction (Month/Day/Year)			
55 Middlesex Turnpike		02/28/2005			
(Street)		4. If Amendment, Date of Original Filed (Month/Day/Year)		6. Individual or Joint/Group Filing (Check Applicable Line) <input checked="" type="checkbox"/> Form filed by One Reporting Person <input type="checkbox"/> Form filed by More than One Reporting Person	
Bedford, MA 01730		(Month/Day/Year)			
(City) (State) (Zip)					

Table I - Non-Derivative Securities Acquired, Disposed of, or Beneficially Owned							
1. Title of Security (Instr. 3)	2. Transaction Date (Month/Day/Year)	2A. Deemed Execution Date, if any (Month/Day/Year)	3. Transaction Code (Instr. 8)	4. Securities Acquired (A) or Disposed of (D) (Instr. 3, 4 and 5)	5. Amount of Securities Beneficially Owned Following Reported Transaction(s) (Instr. 3 and 4)	6. Ownership Form: Direct (D) or Indirect (I) (Instr. 4)	7. Nature of Indirect Beneficial Ownership (Instr. 4)
Common Stock	02/28/2005			V Amount (D)	\$6,409	D	
			P(I)	1,556 A	11,549	D	

Reminder: Report on a separate line for each class of securities beneficially owned directly or indirectly.

**Persons who respond to the collection of information  
contained in this form are not required to respond  
unless the form displays a currently valid OMB control  
number.**

SEC 1474 (9-02)


**Table II - Derivative Securities Acquired, Disposed of, or Beneficially Owned**

(e.g., puts, calls, warrants, options, convertible securities)											
1. Title of Derivative Security (Instr. 3)	2. Conversion or Exercise Price of Derivative Security	3. Transaction Date (Month/Day/Year)	3A. Deemed Execution Date, if any (Month/Day/Year)	4. Transaction Code (Instr. 8)	5. Number of Derivative Securities Acquired (A) or Disposed of (D) (Instr. 3, 4, and 5)	6. Date Exercisable and Expiration Date (Month/Day/Year)	7. Title and Amount of Underlying Securities (Instr. 3 and 4)		8. Price of Derivative Security (Instr. 5)	9. Number of Derivative Securities Beneficially Owned Following Reported Transaction (s) (Instr. 4)	10. Ownership Form of Derivative Security: Direct (D) or Indirect (I) (Instr. 4)
				Code	V	(A)	(D)				

## Reporting Owners

Reporting Owner Name / Address	Relationships		
	Director	10% Owner	Officer
SNOWDEN E Y 55 Middlesex Turnpike Bedford, MA 01730			President & CEO

## Signatures

  
Edward Snowden

03/01/2005

\*\*Signature of Reporting Person

Date

## Explanation of Responses:

- \* If the form is filed by more than one reporting person, see Instruction 4(b)(v).
- \*\* Intentional misstatements or omissions of facts constitute Federal Criminal Violations. See 18 U.S.C. 1001 and 15 U.S.C. 78ff(a).
- (1) Shares purchased under bcgi's Employee Stock Purchase Plan.

Note: File three copies of this Form, one of which must be manually signed. If space is insufficient, *see* Instruction 6 for procedure.

Potential persons who are to respond to the collection of information contained in this form are not required to respond unless the form displays a currently valid OMB number.

**Meredith McGuire**

---

**From:** Edgar.Postmaster@sec.gov  
**Sent:** Tuesday, March 01, 2005 11:23 AM  
**To:** abouffard@bcgi.net; secnotices@sendd.com; mmcguire@bcgi.net; la pony@bcgi.net  
**Subject:** ACCEPTED FORM TYPE 4 (0001181431-05-013207)

THE FOLLOWING SUBMISSION HAS BEEN ACCEPTED BY THE U.S. SECURITIES AND EXCHANGE COMMISSION.

COMPANY: BOSTON COMMUNICATIONS GROUP INC  
FORM TYPE: 4 NUMBER OF DOCUMENTS: 1  
RECEIVED DATE: 01-Mar-2005 11:23 ACCEPTED DATE: 01-Mar-2005 11:23  
FILING DATE: 01-Mar-2005 11:23  
TEST FILING: NO CONFIRMING COPY: NO

ACCESSION NUMBER: 0001181431-05-013207

FILE NUMBER(S):  
1. 000-28432

THE PASSWORD FOR LOGIN CIK 0001181431 WILL EXPIRE 22-Apr-2005 21:41.

PLEASE REFER TO THE ACCESSION NUMBER LISTED ABOVE FOR FUTURE INQUIRIES.

REPORTING OWNER(S):

1. CIK: 0001200471  
OWNER: SNOWDEN E Y  
FORM TYPE: 4  
FILE NUMBER(S):  
1. 000-28432

ISSUER:

2. CIK: 0001012887  
COMPANY: BOSTON COMMUNICATIONS GROUP INC

----- NOTICE -----

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We strongly encourage you to visit the Filing Website at <https://www.edgarfiling.sec.gov>. You can download our current version of the EDGARLink/Windows software and templates, the Filer Manual, receive on-line help, and access Frequently Asked Questions.



FOR 15

## UNITED STATES SECURITIES &amp; EXCHANGE COMMISSION

Washington, D.C. 20549

Check this box if no longer subject to Section 16. Form 4 to Form 5 obligations may continue. See instruction 1.

(b)

Form 1 Holdings Reported  
Form 4 Transactions  
Reported

OMB, .OVAL  
OMB Number: 3235-0362  
Expires: January 31, 2008  
Estimated average burden hours per response... 1.0

## ANNUAL STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP OF SECURITIES

Filed pursuant to Section 16(a) of the Securities Exchange Act of 1934, Section 17(a) of the Public Utility Holding Company Act of 1935 or Section 30(h) of the Investment Company Act of 1940

1. Name and Address of Reporting Person  
SANDWICH E Y

2. Issuer Name and Ticker or Trading Symbol  
BOSTON COMMUNICATIONS GROUP INC  
[begi]

5. Relationship of Reporting Person(s) to Issuer  
(Check all applicable)  
\_\_\_\_\_  
Director  
\_\_\_\_\_  
10% Owner  
\_\_\_\_\_  
Officer (give title below)  
\_\_\_\_\_  
Other (specify below)  
President & CEO

(First) (Middle)

100 Sylvan Road, Suite 100

(Street)

3. Statement for Issuer's Fiscal Year Ended  
(Month/Day/Year)  
12/31/2004

Woburn, MA 01801

(City) (State) (Zip)

6. Individual or Joint/Group Reporting  
(check applicable line)  
\_\_\_\_\_  
X Form Filed by One Reporting Person  
\_\_\_\_\_  
Form Filed by More than One Reporting Person

Table I - Non-Derivative Securities Acquired, Disposed of, or Beneficially Owned

1. Name of Security (Instr. 3)	2. Transaction Date (Month/Day/Year)	2A. Deemed Execution Date, if any (Month/Day/Year)	3. Transaction Code (Instr. 8)	4. Securities Acquired (A) or Disposed of (D) (Instr. 3, 4 and 5)	5. Amount of Securities Beneficially Owned at end of Issuer's Fiscal Year (Instr. 3 and 4)	6. Ownership Form: Direct (D) or Indirect (I) (Instr. 4)	7. Nature of Indirect Beneficial Ownership (Instr. 4)
Common Stock	12/13/2004		G	525 D \$0	10,413	D	
Common Stock	12/13/2004		G	315 D \$0	10,098	D	
Common Stock	12/13/2004		G	105 D \$0	9,993	D	

Report on a separate line for each class of securities beneficially owned directly or indirectly.

Persons who respond to the collection of information contained in this form are not required to respond unless the form displays a currently valid OMB control number. SEC 2270 (9-02)

Table II - Derivative Securities Acquired, Disposed of, or Beneficially Owned  
(e.g., puts, calls, warrants, options, convertible securities)

1. Title of Derivative Security	2. Conversion or Exercise Price of	3. Transaction Date (Month/Day/Year)	3A. Deemed Execution Date, if any	4. Transaction Code	5. Number of Derivative Securities	6. Date Exercisable and Expiration Date (Month/Day/Year)	7. Title and Amount of Underlying Securities	8. Price of Derivative Security	9. Number of Derivative Securities	10. Ownership Form of Derivative	11. Nature of Indirect Beneficial Ownership
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(Instr. 3)	Derivative Security	(Month/Day/Year)	(Instr. 8)	Acq <sup>t</sup> (A) or Disposed of (D) (Instr. 3, 4, and 5)	(Instr. 3 and 4)	(Instr. 5)	Beneficially Owned at End of Issuer's Fiscal Year (Instr. 4)	S <sup>r</sup> Direct (D) or Indirect (I) (Instr. 4)	(Instr. 4)

## Reporting Owners

Reporting Owner Name / Address	Relationships		
	Director	10% Owner	Officer
SNOWDEN E Y 100 Sylvan Road Suite 100 Woburn, MA 01801			President & CEO

## Signatures

*E. Y. Snowden February 3, 2005*

E. Y. Snowden  
Signature of Reporting Person  
Date  
02/03/2005

## Explanation of Responses:

- \* If the form is filed by more than one reporting person, see Instruction 4(b)(v).
- \*\* Intentional misstatements or omissions of facts constitute Federal Criminal Violations. See 18 U.S.C. 1001 and 15 U.S.C. 78ff(a).

## Remarks:

The following share were gifted, 525 shares to Stanford University, 315 shares to Tower School and 105 shares to Middlesex Schools.

Note: File three copies of this Form, one of which must be manually signed. If space provided is insufficient, see Instruction 6 for procedure.

Potential persons who are to respond to the collection of information contained in this form are not required to respond unless the form displays a currently valid OMB number.

**Leslie Apony**

---

**From:** Edgar.Postmaster@sec.gov  
**Sent:** Thursday, February 03, 2005 12:49 PM  
**To:** secnotices@sendd.com; lapony@bcgi.net  
**Subject:** ACCEPTED FORM TYPE 5 (0001181431-05-006779)

THE FOLLOWING SUBMISSION HAS BEEN ACCEPTED BY THE U.S. SECURITIES AND EXCHANGE COMMISSION.

COMPANY: BOSTON COMMUNICATIONS GROUP INC  
FORM TYPE: 5 NUMBER OF DOCUMENTS: 1  
RECEIVED DATE: 03-Feb-2005 12:48 ACCEPTED DATE: 03-Feb-2005 12:49  
FILING DATE: 03-Feb-2005 12:48  
TEST FILING: NO CONFIRMING COPY: NO

ACCESSION NUMBER: 0001181431-05-006779

FILE NUMBER(S):  
1. 000-28432

THE PASSWORD FOR LOGIN CIK 0001181431 WILL EXPIRE 22-Apr-2005 21:41.

PLEASE REFER TO THE ACCESSION NUMBER LISTED ABOVE FOR FUTURE INQUIRIES.

REPORTING OWNER(S):

1. CIK: 0001200471  
OWNER: SNOWDEN E Y  
FORM TYPE: 5  
FILE NUMBER(S):  
1. 000-28432

ISSUER:

2. CIK: 0001012887  
COMPANY: BOSTON COMMUNICATIONS GROUP INC

----- NOTICE -----

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We strongly encourage you to visit the Filing Website at <https://www.edgarfiling.sec.gov>. You can download our current version of the EDGARLink/Windows software and templates, the Filer Manual, receive on-line help, and access Frequently Asked Questions.

Check this box if no longer subject to Section 16, Form 4 or Form 5 obligations may continue. See Instruction 1(h).

Filed pursuant to Section 16(a) of the Securities Exchange Act of 1934, Section 17(a) of the Public Utility Holding Company Act of 1935 or Section 30(h) of the Investment Company Act of 1940

OMB A/PF /AL  
OMB Number: 3235-0287  
Expires: January 31, 2005  
Estimated average burden hours per response... 0.5

(Print or Type Responses)

1. Name and Address of Reporting Person SNEAD, WILFRED E Y		2. Issuer Name and Ticker or Trading Symbol BOSTON COMMUNICATIONS GROUP INC [bcgi]		5. Relationship of Reporting Person(s) to Issuer (Check all applicable) ____ Director ____ 10% Owner ____ Other (specify below) ____ President & CEO	
(First)	(Middle)	3. Date of Earliest Transaction (Month/Day/Year) 08/31/2004		6. Individual or Joint/Group Filing (Check Applicable Line) ____ X Form filed by One Reporting Person ____ Form filed by More than One Reporting Person	
108 Sylvan Road, Suite 100					
(Street)					
Woburn, MA 01801					
(City)	(State)	(Zip)			

Table I - Non-Derivative Securities Acquired, Disposed of, or Beneficially Owned

1. Title of Security (Instr. 3)	2. Transaction Date (Month/Day/Year)	2A. Deemed Execution Date, if any (Month/Day/Year)	3. Transaction Code (Instr. 8)	4. Securities Acquired (A) or Disposed of (D) (Instr. 3, 4 and 5)	5. Amount of Securities Beneficially Owned Following Reported Transaction(s) (Instr. 3 and 4)	6. Ownership Form: Direct (D) or Indirect (I) (Instr. 4)	7. Nature of Indirect Beneficial Ownership (Instr. 4)
Common Stock	08/31/2004		P(D)	1,135 A	\$6,6725	10,938	D

Remember: Report on a separate line for each class of securities beneficially owned directly or indirectly.

Persons who respond to the collection of information contained in this form are not required to respond unless the form displays a currently valid OMB control number.

SEC 1474 (9-02)

Table II - Derivative Securities Acquired, Disposed of, or Beneficially Owned (e.g., puts, calls, warrants, options, convertible securities)

1. Title of Derivative Security (Instr. 3)	2. Conversion or Exercise Price of Derivative Security	3. Transaction Date (Month/Day/Year)	3A. Deemed Execution Date, if any (Month/Day/Year)	4. Transaction Code (Instr. 8)	5. Number of Derivative Securities Acquired (A) or Disposed of (D)	6. Date Exercisable and Expiration Date (Month/Day/Year)	7. Title and Amount of Underlying Securities (Instr. 3 and 4)	8. Price of Derivative Security (Instr. 5)	9. Number of Derivative Securities Beneficially Owned Following Reported Transaction(s)	10. Ownership Form of Derivative Security: Direct (D) or Indirect (I)	11. Nature of Indirect Beneficial Ownership (Instr. 4)
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## Reporting (Owner Name / Address)

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
SNOWDEN E Y 100 Sylvan Road Suite 100 Worrum, MA 01801			President & CEO	

James M. Second 9-8-09

09/08/2004

Date \_\_\_\_\_

## Explanation of Responses:

<sup>\*\*</sup> Intentional misstatements or omissions of facts constitute Federal Criminal Violations. See 18 U.S.C. 1001 and 15 U.S.C. 78ff(a).

(1) Shares purchased under begi's Employee Stock Purchase Plan.

**Note:** File three copies of this Form, one of which must be manually signed. If space is insufficient, see Instruction 6 for procedure.

Potential persons who are to respond to the collection of information contained in this form are not required to respond unless the form displays a currently valid OMB number.



**Leslie Apony**

---

**From:** Edgar.Postmaster@sec.gov  
**Sent:** Wednesday, September 08, 2004 1:07 PM  
**To:** secnotices@sendd.com; lapony@bcgi.net  
**Subject:** ACCEPTED FORM TYPE 4 (0001181431-04-043200)

THE FOLLOWING SUBMISSION HAS BEEN ACCEPTED BY THE U.S. SECURITIES AND EXCHANGE COMMISSION.

COMPANY: BOSTON COMMUNICATIONS GROUP INC  
FORM TYPE: 4 NUMBER OF DOCUMENTS: 1  
RECEIVED DATE: 08-Sep-2004 13:07 ACCEPTED DATE: 08-Sep-2004 13:07  
FILING DATE: 08-Sep-2004 13:07  
TEST FILING: NO CONFIRMING COPY: NO

ACCESSION NUMBER: 0001181431-04-043200

FILE NUMBER(S):  
1. 000-28432

THE PASSWORD FOR LOGIN CIK 0001181431 WILL EXPIRE 22-Apr-2005 21:41.

PLEASE REFER TO THE ACCESSION NUMBER LISTED ABOVE FOR FUTURE INQUIRIES.

REPORTING OWNER(S):

1. CIK: 0001200471  
OWNER: SNOWDEN E Y  
FORM TYPE: 4  
FILE NUMBER(S):  
1. 000-28432

ISSUER:

2. CIK: 0001012887  
COMPANY: BOSTON COMMUNICATIONS GROUP INC

----- NOTICE -----

URGENT: Verify that all of your addresses on the EDGAR database are correct. An incorrect address in the EDGAR Accounting Contact Name and Address information may result in your fee Account Activity Statement being returned to the SEC as undeliverable. Please correct outdated addresses via the EDGAR filing website.

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We strongly encourage you to visit the Filing Website at <https://www.edgarfiling.sec.gov>. You can download our current version of the EDGARLink/Windows software and templates, the Filer Manual, receive on-line help, and access Frequently Asked Questions.

UNITED STATES SECURITIES AND EXCHANGE COMMISSION  
Washington, D.C. 20549

OMB APF YAL

OMB Number:

3235-0287

Expires:

January 31, 2005

Estimated average burden  
hours per response...

0.5

(Check this box if no longer subject to Section 16. Form 4 or Form 5 obligations may continue. See Instruction 1(b).)

Filed pursuant to Section 16(a) of the Securities Exchange Act of 1934, Section 17(a) of the Public Utility Holding Company Act of 1935 or Section 30(h) of the Investment Company Act of 1940

Print or Type Responses)

1. Name and Address of Reporting Person  
SNOAD, WENDY E Y2. Issuer Name and Ticker or Trading Symbol  
BOSTON COMMUNICATIONS GROUP INC  
[bcg:1]5. Relationship of Reporting Person(s) to Issuer  
(Check all applicable)  
\_\_\_\_ Director  
\_\_\_\_ 10% Owner  
\_\_\_\_ Other (specify below)  
President & CEO(First) (Middle) (Last)  
100 Sylvan Road, Suite 1003. Date of Earliest Transaction (Month/Day/Year)  
06/02/2004

4. If Amendment, Date of Original Filed (Month/Day/Year)

Woburn, MA 01801

(City) (State) (Zip)

Table I - Non-Derivative Securities Acquired, Disposed of, or Beneficially Owned

1. Title of Security (Instr. 3)	2. Transaction Date (Month/Day/Year)	2A. Deemed Execution Date, if any (Month/Day/Year)	3. Transaction Code			4. Securities Acquired (A) or Disposed of (D) (Instr. 3, 4 and 5)	5. Amount of Securities Beneficially Owned Following Reported Transaction(s) (Instr. 3 and 4)	6. Ownership Form: Direct (D) or Indirect (I) (Instr. 4)	7. Nature of Indirect Beneficial Ownership (Instr. 4)
			Code	V	Amount (D)	(A) or (D)	Price		

Submit: Report on a separate line for each class of securities beneficially owned directly or indirectly.

Persons who respond to the collection of information  
contained in this form are not required to respond unless the  
form displays a currently valid OMB control number.

SEC 1474 (9-02)

Table II - Derivative Securities Acquired, Disposed of, or Beneficially Owned  
(e.g., puts, calls, warrants, options, convertible securities)

1. Title of Security (Instr. 3)	2. Transaction Date (Month/Day/Year)	3A. Deemed Execution Date, if any (Month/Day/Year)	4. Transaction Code (Instr. 8)	5. Number of Derivative Securities Acquired (A) or Disposed of (D) (Instr. 3, 4,	6. Date Exercisable and Expiration Date (Month/Day/Year)	7. Title and Amount of Underlying Securities (Instr. 3 and 4)	8. Price of Derivative Security (Instr. 5)	9. Number of Derivative Securities Beneficially Owned Following Reported Transaction (s)	10. Ownership Form of Derivative Security: Direct (D) or Indirect (I) (Instr. 4)	11. Nature of Indirect Beneficial Ownership (Instr. 4)
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## Supporting Owners

							(Instr. 4)	
Common Stock (Right to Buy)	\$10.68	06/02/2004						
	A	V	(A)	(D)	Date Exercisable	Expiration Date	Title	Amount or Number of Shares
	33,000				06/02/2005 (1)	06/02/2014	Common Stock	33,000
								\$ 0
								333,900 (2)
	D							

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
SNOWDEN E Y 100 E. Sylvan Road Suite 100 Woburn, MA 01801			President & CEO	

ent  
atures

OC Edward Snowden

06/04/2004

Signature of Reporting Person

Date \_\_\_\_\_

### Explanation of Responses:

4. If the form is filed by more than one reporting person, *see* Instruction 4(b)(v).
5. Intentional misstatements or omissions of facts constitute Federal Criminal Violations. *See* 18 U.S.C. 1001 and 15 U.S.C. 78ff(a).
- (1) Exercisable in three equal installments commencing on the anniversary of the date of grant.
- (2) In addition, 123,000 are held indirectly by (a)41,000 by the Bradford Irrevocable Trust, (b)41,000 by the Sophia Trust, (c)41,000 by the Mallory Trust, *for* the children of the reporting person.

Note: File three copies of this Form, one of which must be manually signed. If space is insufficient, see Instruction 6 for procedure.

Individual persons who are to respond to the collection of information contained in this form are not required to respond unless the form displays a currently valid OMB number.

**Leslie Apony**

---

From: EDGAR@sec.gov  
Sent: Friday, June 04, 2004 6:46 AM  
To: secnotices@sendd.com; lapony@bcgi.net  
Subject: ACCEPTED FORM TYPE 4 (0001181431-04-029532)

THE FOLLOWING SUBMISSION HAS BEEN ACCEPTED BY THE U.S. SECURITIES AND EXCHANGE COMMISSION.

COMPANY: BOSTON COMMUNICATIONS GROUP INC  
FORM TYPE: 4 NUMBER OF DOCUMENTS: 1  
RECEIVED DATE: 04-Jun-2004 10:46 ACCEPTED DATE: 04-Jun-2004 10:46  
FILING DATE: 04-Jun-2004 10:46  
TEST FILING: NO CONFIRMING COPY: NO

ACCESSION NUMBER: 0001181431-04-029532

FILE NUMBER(S):  
1. 000-28432

THE PASSWORD FOR LOGIN CIK 0001181431 WILL EXPIRE 22-Apr-2005 21:41.

PLEASE REFER TO THE ACCESSION NUMBER LISTED ABOVE FOR FUTURE INQUIRIES.

REPORTING OWNER(S):

1. CIK: 0001200471  
OWNER: SNOWDEN E Y  
FORM TYPE: 4  
FILE NUMBER(S):  
1. 000-28432

ISSUER:

2. CIK: 0001012887  
COMPANY: BOSTON COMMUNICATIONS GROUP INC

----- NOTICE -----

URGENT: Verify that all of your addresses on the EDGAR database are correct. An incorrect address in the EDGAR Accounting Contact Name and Address information may result in your fee Account Activity Statement being returned to the SEC as undeliverable. Please correct outdated addresses via the EDGAR filing website.

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We strongly encourage you to visit the Filing Website at <https://www.edgarfiling.sec.gov>. You can download our current version of the EDGARLink/Windows software and templates, the Filer Manual, receive on-line help, and access Frequently Asked Questions.

ANNUAL STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP OF SECURITIES

Filed pursuant to Section 16(a) of the Securities Exchange Act of 1934, Section 17(a) of the Public Utility Holding Company Act of 1935 or Section 30(f) of the Investment Company Act of 1940

Form 3 Holdings Reported  
Form 1 Transactions  
Reported

Name and Address of Reporting Person  
SANDWICH E Y  
100 Sylvan Road, Suite 100  
Waltham, MA 01801

2. Issuer Name and Ticker or Trading Symbol BOSTON COMMUNICATIONS GROUP INC [bcci]	3. Statement for Issuer's Fiscal Year Ended (Month/Day/Year) 12/31/2003	4. If Amendment, Date Original Filed (Month/Day/Year)	5. Relationship of Reporting Person(s) to Issuer (Check all applicable) Director _____ 10% Owner _____ Officer (give title below) _____ Other (specify below) President & CEO _____	6. Individual or Joint/Group Reporting (check applicable line) X Form Filed by One Reporting Person Form Filed by More than One Reporting Person
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Table I - Non-Derivative Securities Acquired, Disposed of, or Beneficially Owned

Document 34

1. Title of Security (Instr. 3)	2. Transaction Date (Month/Day/Year)	2A. Deemed Execution Date, if any (Month/Day/Year)	3. Transaction Code (Instr. 8)	4. Securities Acquired (A) or Disposed of (D) (Instr. 3, 4 and 5)	5. Amount of Securities Beneficially Owned at end of Issuer's Fiscal Year (Instr. 3 and 4)	6. Ownership Form: Direct (D) or Indirect (I) (Instr. 4)	7. Nature of Indirect Beneficial Ownership (Instr. 4)						
Common Stock	12/16/2003		G	<table><tr><td>Amount</td><td>(A) or (D)</td><td>Price</td></tr><tr><td>625</td><td>D</td><td>\$0</td></tr></table>	Amount	(A) or (D)	Price	625	D	\$0	13,920 <sup>(1)</sup>	D	
Amount	(A) or (D)	Price											
625	D	\$0											
Common Stock	12/16/2003		G	<table><tr><td>Amount</td><td>(A) or (D)</td><td>Price</td></tr><tr><td>325</td><td>D</td><td>\$0</td></tr></table>	Amount	(A) or (D)	Price	325	D	\$0	13,595 <sup>(2)</sup>	D	
Amount	(A) or (D)	Price											
325	D	\$0											

Persons who respond to the collection of information on this form must not respond to the collection of information unless the form displays a current number.

Table II - Derivative Securities Acquired, Disposed of, or Beneficially Owned  
(e.g., puts, calls, warrants, options, convertible securities)

1. Title of Derivative Security (Instr. 3)	2. Conversion or Exercise Price of Derivative	3. Transaction Date (Month/Day/Year)	3A. Deemed Execution Date, if any (Month/Day/Year)	4. Transaction Code (Instr. 8)	5. Number of Derivative Securities Acquired	6. Date Exercisable and Expiration Date (Month/Day/Year)	7. Title and Amount of Underlying Securities (Instr. 3 and 5)	8. Ownership Form of Derivative Security: Direct or Indirect (Instr. 4)	9. Nature of Indirect Beneficial Ownership (Instr. 4)
---	---	---	---	-----------------------------------	---	---	--	--	--

9,803  
2,170  
994  
2270 (9-02)



Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
SINE WIDENEY 106 Sylvan Road Suite 100 Woburn, MA 01801			President & CEO	

Signature of Reporting Person

Potential persons who are to respond to the collection of information contained in this form are not required to respond unless the form displays a currently valid OMB number.

**Leslie Apony**

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**From:** EDGAR@sec.gov  
**Sent:** Monday, March 08, 2004 5:26 AM  
**To:** secnotices@sendd.com; lapony@bcgi.net  
**Subject:** ACCEPTED FORM TYPE 5 (0001181431-04-014210)

THE FOLLOWING SUBMISSION HAS BEEN ACCEPTED BY THE U.S. SECURITIES AND EXCHANGE COMMISSION.

COMPANY: BOSTON COMMUNICATIONS GROUP INC  
FORM TYPE: 5 NUMBER OF DOCUMENTS: 1  
RECEIVED DATE: 08-Mar-2004 10:25 ACCEPTED DATE: 08-Mar-2004 10:26  
FILING DATE: 08-Mar-2004 10:25  
TEST FILING: NO CONFIRMING COPY: NO

ACCESSION NUMBER: 0001181431-04-014210

FILE NUMBER(S):  
1. 000-28432

THE PASSWORD FOR LOGIN CIK 0001181431 WILL EXPIRE 11-Nov-2004 09:15.

PLEASE REFER TO THE ACCESSION NUMBER LISTED ABOVE FOR FUTURE INQUIRIES.

REPORTING OWNER(S):

1. CIK: 0001200471  
OWNER: SNOWDEN E Y  
FORM TYPE: 5  
FILE NUMBER(S):  
1. 000-28432

ISSUER:

2. CIK: 0001012887  
COMPANY: BOSTON COMMUNICATIONS GROUP INC

----- NOTICE -----

URGENT: Verify that all of your addresses on the EDGAR database are correct. An incorrect address in the EDGAR Accounting Contact Name and Address information may result in your fee Account Activity Statement being returned to the SEC as undeliverable. Please correct outdated addresses via the EDGAR filing website.

The EDGAR system is available to receive and process filings from 6:00 a.m. to 10:00 p.m. Eastern Time on business days. Filer Support staff members are available to respond to requests for assistance from 7:00 a.m. to 7:00 p.m. Eastern Time.

We strongly encourage you to visit the Filing Website at <https://www.edgarfiling.sec.gov>. You can download our current version of the EDGARLink/Windows software and templates, the Filer Manual, receive on-line help, and access Frequently Asked Questions.

**FORL. 4**

UNITED STATES SECURITIES AND EXCHANGE COMMISSION  
Washington, D.C. 20549

Check this box if no longer subject to Section 16. Form 4 or Form 5 obligations may continue. See Instruction 1(b).

STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP OF SECURITIES  
Filed pursuant to Section 16(a) of the Securities Exchange Act of 1934, Section 17(a) of the Public Utility Holding Company Act of 1935 or Section 30(h) of the Investment Company Act of 1940

OMB APP /AL	3235-0287
OMB Number:	January 31, 2005
Expires:	Estimated average burden hours per response...
0 5	

Print or Type Responses)

1. Name and Address of Reporting Person SNOWDEN E Y		2. Issuer Name and Ticker or Trading Symbol BOSTON COMMUNICATIONS GROUP INC [bcgi]		5. Relationship of Reporting Person(s) to Issuer (Check all applicable) <input type="checkbox"/> Director <input checked="" type="checkbox"/> Officer (give title below) President & CEO <input type="checkbox"/> 10% Owner Other (specify below)	
(Last) 100 Sylvan Road, Suite 100	(First) (Middle)	3. Date of Earliest Transaction (Month/Day/Year) 02/27/2004		6. Individual or Joint/Group Filing (Check Applicable Line) <input checked="" type="checkbox"/> Form filed by One Reporting Person <input type="checkbox"/> Form filed by More than One Reporting Person	
(City) Woburn, MA 01801	(State)	(Zip)	Table I - Non-Derivative Securities Acquired, Disposed of, or Beneficially Owned		

Document 24

1. Title of Security (Instr. 3)	2. Transaction Date (Month/Day/Year)	2A. Deemed Execution Date, if any (Month/Day/Year)	3. Transaction Code (Instr. 8)		4. Securities Acquired (A) or Disposed of (D) (Instr. 3, 4 and 5)	5. Amount of Securities Beneficially Owned Following Reported Transaction(s) (Instr. 3 and 4)	6. Ownership Form: Direct (D) or Indirect (I) (Instr. 4)	7. Nature of Indirect Beneficial Ownership (Instr. 4)		
Common Stock	02/27/2004		P(I)	V	Amount (D)	(A) or (D)	Price			
					481	A	\$9,146	14,545	D	

Reminder: Report on a separate line for each class of securities beneficially owned directly or indirectly.

Persons who respond to the collection of information contained in this form are not required to respond unless the form displays a currently valid OMB control number.

SEC 1474 (9-02)

Table II - Derivative Securities Acquired, Disposed of, or Beneficially Owned  
(e.g., puts, calls, warrants, options, convertible securities)

1. Title of Derivative Security (Instr. 3)	2. Conversion or Exercise Price of Derivative Security	3. Transaction Date (Month/Day/Year)	3A. Deemed Execution Date, if any (Month/Day/Year)	4. Transaction Code (Instr. 8)	5. Number of Derivative Securities Acquired (A) or Disposed of (D)	6. Date Exercisable and Expiration Date (Month/Day/Year)	7. Title and Amount of Underlying Securities (Instr. 3 and 4)	8. Price of Derivative Security (Instr. 5)	9. Number of Derivative Securities Beneficially Owned Following Reported	10. Ownership Form of Derivative Security: Direct (D) or Indirect (I)	11. Nature of Indirect Beneficial Ownership (Instr. 4)
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## Reporting Owners

Reporting Owner Name / Address	Relationships		
	Director	10% Owner	Officer
SNOWDEN E Y 100 Sylvan Road Suite 100 Woburn, MA 01801			President & CEO

## Signatures


Edward Snowden
03/05/2004
3-5-04

Signature of Reporting Person

Date

## Explanation of Responses:

- \* If the form is filed by more than one reporting person, see Instruction 4(b)(v).
- \*\* Intentional misstatements or omissions of facts constitute Federal Criminal Violations. See 18 U.S.C. 1001 and 15 U.S.C. 78ff(a).
- (1) Shares purchased under beg's Employee Stock Purchase Plan.

Note: File three copies of this Form, one of which must be manually signed. If space is insufficient, see Instruction 6 for procedure.

Potential persons who are to respond to the collection of information contained in this form are not required to respond unless the form displays a currently valid OMB number

of 77

**Leslie Apony**

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**From:** EDGAR@sec.gov  
**Sent:** Friday, March 05, 2004 12:42 PM  
**To:** secnotices@sendd.com; lapony@bcgi.net  
**Subject:** ACCEPTED FORM TYPE 4 (0001181431-04-014138)

THE FOLLOWING SUBMISSION HAS BEEN ACCEPTED BY THE U.S. SECURITIES AND EXCHANGE COMMISSION.

COMPANY: BOSTON COMMUNICATIONS GROUP INC  
FORM TYPE: 4 NUMBER OF DOCUMENTS: 1  
RECEIVED DATE: 05-Mar-2004 17:40 ACCEPTED DATE: 05-Mar-2004 17:42  
FILING DATE: 05-Mar-2004 17:40  
TEST FILING: NO CONFIRMING COPY: NO

ACCESSION NUMBER: 0001181431-04-014138

FILE NUMBER(S):  
1. 000-28432

THE PASSWORD FOR LOGIN CIK 0001181431 WILL EXPIRE 11-Nov-2004 09:15.

PLEASE REFER TO THE ACCESSION NUMBER LISTED ABOVE FOR FUTURE INQUIRIES.

REPORTING OWNER(S):

1. CIK: 0001200471  
OWNER: SNOWDEN E Y  
FORM TYPE: 4  
FILE NUMBER(S):  
1. 000-28432

ISSUER:

2. CIK: 0001012887  
COMPANY: BOSTON COMMUNICATIONS GROUP INC

----- NOTICE -----

URGENT: Verify that all of your addresses on the EDGAR database are correct. An incorrect address in the EDGAR Accounting Contact Name and Address information may result in your fee Account Activity Statement being returned to the SEC as undeliverable. Please correct outdated addresses via the EDGAR filing website.

The EDGAR system is available to receive and process filings from 6:00 a.m. to 10:00 p.m. Eastern Time on business days. Filer Support staff members are available to respond to requests for assistance from 7:00 a.m. to 7:00 p.m. Eastern Time.

We strongly encourage you to visit the Filing Website at <https://www.edgarfiling.sec.gov>. You can download our current version of the EDGARLink/Windows software and templates, the Filer Manual, receive on-line help, and access Frequently Asked Questions.



Check this box if no longer subject to Section 16, Form 4 or Form 5 obligations may continue. See Instruction 1(b).

### STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP OF SECURITIES

Filed pursuant to Section 16(a) of the Securities Exchange Act of 1934, Section 17(a) of the Public Utility Holding Company Act of 1935 or Section 30(h) of the Investment Company Act of 1940

OMB APP# 3235-0287  
Expires: January 31, 2005  
Estimated average burden hours per response: 0.5

#### Print or Type Responses

1. Name and Address of Reporting Person SNOWDEN EDWARD H		2. Issuer Name and Ticker or Trading Symbol BOSTON COMMUNICATIONS GROUP INC [bcgi]		5. Relationship of Reporting Person(s) to Issuer (Check all applicable) <input type="checkbox"/> Director <input checked="" type="checkbox"/> Officer (give title below) President & CEO	
(Last) 100 Sylvan Road, Suite 100	(First) (Middle)	3. Date of Earliest Transaction (Month/Day/Year) 01/23/2004		6. Individual or Joint/Group Filing (Check Applicable Line) <input checked="" type="checkbox"/> Form filed by One Reporting Person <input type="checkbox"/> Form filed by More than One Reporting Person	
(Street) Woburn, MA 01801	(City)	(State)	(Zip)		

Table 1 - Non-Derivative Securities Acquired, Disposed of, or Beneficially Owned

Table II - Derivative Securities Acquired, Disposed of, or Beneficially Owned  
(e.g., puts, calls, warrants, options, convertible securities)

1. Title of Derivative Security (Instr. 3)	2. Conversion or Exercise Price of Derivative Security	3. Transaction Date (Month/Day/Year)	3A. Deemed Execution Date, if any (Month/Day/Year)	4. Transaction Code (Instr. 8)	5. Number of Derivative Securities Acquired (A) or Disposed of (D) (Instr. 3, 4, 5)	6. Date Exercisable and Expiration Date (Month/Day/Year)	7. Title and Amount of Underlying Securities (Instr. 3 and 4)	8. Price of Derivative Security (Instr. 5)	9. Number of Derivative Securities Beneficially Owned Following Reported Transaction(s)	10. Ownership Form of Derivative Security (Instr. 4)	11. Nature of Indirect Beneficial Ownership (Instr. 4)
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Reminder: Report on a separate line for each class of securities beneficially owned directly or indirectly.

Persons who respond to the collection of information contained in this form are not required to respond unless the form displays a currently valid OMB control number.

Common Stock (Right to Buy)	\$12.16	01/23/2004		(and 5)			Date Exercisable	Expiration Date	Title	Amount or Number of Shares	(Instr. 4)	
				Code	V	(A)				(D)		
	A		33,000			01/23/2005 (1)	01/23/2014	Common Stock	33,000	\$ 0	300,900 (2)	1)

## Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
SNOWDEN EDWARD H 100 Sylvan Road Suite 100 Woburn, MA 01801			President & CEO	

## Signatures

*Edward Snowden* 1-27-04  
 Edward Snowden 01/27/2004  
 Signature of Reporting Person Date

## Explanation of Responses:

- \* If the form is filed by more than one reporting person, see Instruction 4(b)(v).
- \*\* Intentional misstatements or omissions of facts constitute Federal Criminal Violations. See 18 U.S.C. 1001 and 15 U.S.C. 78ff(a).
- (1) Exercisable in three equal installments commencing on the anniversary of the date of grant.
- (2) In addition, 123,000 are held indirectly by (a) 41,000 by the Bradford Irrevocable Trust (b) 41,000 by the Sophia Trust, (c) 41,000 by the Mallory Trust. For/b the children of the reporting person.

Note: File three copies of this Form, one of which must be manually signed. If space is insufficient, see Instruction 6 for procedure.

Potential persons who are to respond to the collection of information contained in this form are not required to respond unless the form displays a currently valid OMB number.

Leslie Apony

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From: EDGAR@sec.gov  
Sent: Tuesday, January 27, 2004 6:34 AM  
To: secnotices@sendd.com; lapony@bcgi.net  
Subject: ACCEPTED FORM TYPE 4 (0001181431-04-004573)

THE FOLLOWING SUBMISSION HAS BEEN ACCEPTED BY THE U.S. SECURITIES AND EXCHANGE COMMISSION.

COMPANY: BOSTON COMMUNICATIONS GROUP INC  
FORM TYPE: 4 NUMBER OF DOCUMENTS: 1  
RECEIVED DATE: 27-Jan-2004 11:34 ACCEPTED DATE: 27-Jan-2004 11:34  
FILING DATE: 27-Jan-2004 11:34  
TEST FILING: NO CONFIRMING COPY: NO

ACCESSION NUMBER: 0001181431-04-004573

FILE NUMBER(S):  
1. 000-28432

THE PASSWORD FOR LOGIN CIK 0001181431 WILL EXPIRE 11-Nov-2004 09:15.

PLEASE REFER TO THE ACCESSION NUMBER LISTED ABOVE FOR FUTURE INQUIRIES.

REPORTING OWNER(S):

1. CIK: 0001200471  
OWNER: SNOWDEN EDWARD H  
FORM TYPE: 4  
FILE NUMBER(S):  
1. 000-28432

ISSUER:

2. CIK: 0001012887  
COMPANY: BOSTON COMMUNICATIONS GROUP INC

----- NOTICE -----

URGENT: Verify that all of your addresses on the EDGAR database are correct. An incorrect address in the EDGAR Accounting Contact Name and Address information may result in your fee Account Activity Statement being returned to the SEC as undeliverable. Please correct outdated addresses via the EDGAR filing website.

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We strongly encourage you to visit the Filing Website at <https://www.edgarfiling.sec.gov>. You can download our current version of the EDGARLink/Windows software and templates, the Filer Manual, receive on-line help, and access Frequently Asked Questions.

**FOR 4**
**UNITED STATES SECURITIES AND EXCHANGE COMMISSION**  
**Washington, D.C. 20549**

Check this box if no longer subject to Section 16, Form 4 or Form 5 obligations may continue. See Instruction 1(b).

**STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP OF SECURITIES**

Filed pursuant to Section 16(a) of the Securities Exchange Act of 1934, Section 17(a) of the Public Utility Holding Company Act of 1935 or Section 30(b) of the Investment Company Act of 1940

OMB APP. AL	OMB Number: 3235-0287
Expires: January 31, 2005	Estimated average burden hours per response... 0.5

Print or Type Responses)

1. Name and Address of Reporting Person *		2. Issuer Name and Ticker or Trading Symbol		5. Relationship of Reporting Person(s) to Issuer (Check all applicable)	
SNOWDEN EDWARD H		BOSTON COMMUNICATIONS GROUP INC [bcgi]		<input type="checkbox"/> Director <input checked="" type="checkbox"/> Officer (give title below) President & CEO <input type="checkbox"/> 10% Owner <input type="checkbox"/> Other (specify below)	
(Last)	(First)	(Middle)	3. Date of Earliest Transaction (Month/Day/Year)	6. Individual or Joint/Group Filing (Check Applicable Line)	
100 Sylvan Road, Suite 100			10/13/2003	<input checked="" type="checkbox"/> Form filed by One Reporting Person <input type="checkbox"/> Form filed by More than One Reporting Person	
Woburn 01801	(Street)		4. If Amendment, Date Original Filed (Month/Day/Year)		
(City)	(State)	(Zip)			

Table 1 - Non-Derivative Securities Acquired, Disposed of, or Beneficially Owned

1. Title of Security (Instr. 3)	2. Transaction Date (Month/Day/Year)	2A. Deemed Execution Date, if any (Month/Day/Year)	3. Transaction Code			4. Securities Acquired (A) or Disposed of (D) (Instr. 3, 4 and 5)	5. Amount of Securities Beneficially Owned Following Reported Transaction(s) (Instr. 3 and 4)	6. Ownership Form: Direct (D) or Indirect (I) (Instr. 4)	7. Nature of Indirect Beneficial Ownership (Instr. 4)
			Code	V	Amount (D)	(A) or (D)			
Common Stock	10/13/2003		S(1)		900	D	\$11 0	I	By Bradford Irrevocable Trust
Common Stock	10/13/2003		S(2)		900	D	\$11 0	I	By Sophie Trust
Common Stock	10/13/2003		S(3)		900	D	\$11 0	I	By Mallory Trust

Reminder: Report on a separate line for each class of securities beneficially owned directly or indirectly.

Persons who respond to the collection of information

SEC 1474 (9-02)

contained in this form are not required to respond unless the form displays a currently valid OMB control number.

Table II - Derivative Securities Acquired, Disposed of, or Beneficially Owned  
(e.g., puts, calls, warrants, options, convertible securities)

Filed 12/02/2005 Page 3

1. Title of Derivative Security (Instr. 3)	2. Conversion or Exercise Price of Derivative Security	3. Transaction Date (Month/Day/Year)	3A. Deemed Execution Date, if any (Month/Day/Year)	4. Transaction Code (Instr. 8)	5. Number of Derivative Securities Acquired (A) or Disposed of (D) (Instr. 3, 4, and 5)	6. Date Exercisable and Expiration Date (Month/Day/Year)	7. Title and Amount of Underlying Securities (Instr. 3 and 4)	8. Price of Derivative Security (Instr. 5)	9. Number of Derivative Securities Beneficially Owned Following Reported Transaction (s) (Instr. 4)	10. Ownership Form of Derivative Security: Direct (D) or Indirect (I) (Instr. 4)	11. Is the Derivative Security Beneficially Owned by the Reporting Owner?		
Common Stock (Right to Buy)	\$7.062	10/13/2003		X	900	02/10/1999 (4)	02/10/2008	Common Stock	900	\$7.062	41,000	I	By: Brian Tre
Common Stock (Right to Buy)	\$7.062	10/13/2003		X	900	02/10/1999 (5)	02/10/2008	Common Stock	900	\$7.062	41,000	I	By: Brian Tre
Common Stock (Right to Buy)	\$7.062	10/13/2003		X	900	02/10/1999 (6)	02/10/2008	Common Stock	900	\$7.062	41,000	I	By: Brian Tre

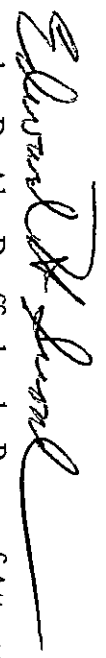
## Reporting Owners

Reporting Owner Name /	Relationships		
	Director	10%	Officer
SNOWDEN EDWARD H			



100 Sylvan R Suite 100 Woburn 01801			President & CEO	
---	--	--	-----------------	--

**Signatures**



Edward H Snowden, ~~By Alan Bradford under Power of Attorney dated 8/31/2003~~

10/15/2003

\*\* Signature of Reporting Person

Date

**Explanation of Responses:**

- \* If the form is filed by more than one reporting person, *see* Instruction 4(b)(v).
- \*\* Intentional misstatements or omissions of facts constitute Federal Criminal Violations. *See* 18 U.S.C. 1001 and 15 U.S.C. 78ff(a).
- (1) Pursuant to a 10b5-1 Plan.
- (2) Pursuant to a 10b5-1 Plan.
- (3) Pursuant to a 10b5-1 Plan.
- (4) Exercisable in five equal installments commencing on the anniversary of the date of grant. First vest date is 2/10/1999.
- (5) Exercisable in five equal installments commencing on the anniversary of the date of grant. First vest date is 2/10/1999.
- (6) Exercisable in five equal installments commencing on the anniversary of the date of grant. First vest date is 2/10/1999.

**Remarks:**

In addition, 267,900 options to buy are held by Edward Snowden directly. Bradford Trust, Sophia Trust and Mallory Trust f/o/b the children of the reporting person.

Note: File three copies of this Form, one of which must be manually signed. If space is insufficient, *see* Instruction 6 for procedure.

Potential persons who are to respond to the collection of information contained in this form are not required to respond unless the form displays a currently valid OMB number.

Leslie Apony

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From: EDGAR@sec.gov  
Sent: Wednesday, October 15, 2003 10:52 AM  
To: secnotices@senedd.com; TKelly@bcgi.net; lapony@bcgi.net  
Subject: ACCEPTED FORM TYPE 4 (0001181431-03-026618)

THE FOLLOWING SUBMISSION HAS BEEN ACCEPTED BY THE U.S. SECURITIES AND EXCHANGE COMMISSION.

COMPANY: BOSTON COMMUNICATIONS GROUP INC  
FORM TYPE: 4 NUMBER OF DOCUMENTS: 1  
RECEIVED DATE: 15-Oct-2003 14:50 ACCEPTED DATE: 15-Oct-2003 14:52  
FILING DATE: 15-Oct-2003 14:50  
TEST FILING: NO CONFIRMING COPY: NO

ACCESSION NUMBER: 0001181431-03-026618

FILE NUMBER(S):  
1. 000-28432

THE PASSWORD FOR LOGIN CIK 0001181431 WILL EXPIRE 13-Jul-2004 12:20.

PLEASE REFER TO THE ACCESSION NUMBER LISTED ABOVE FOR FUTURE INQUIRIES.

REPORTING OWNER(S):

1. CIK: 0001200471  
OWNER: SNOWDEN EDWARD H  
FORM TYPE: 4  
FILE NUMBER(S):  
1. 000-28432

ISSUER:

2. CIK: 0001012887  
COMPANY: BOSTON COMMUNICATIONS GROUP INC

----- NOTICE -----

URGENT: Verify that all of your addresses on the EDGAR database are correct. An incorrect address in the EDGAR Accounting Contact Name and Address information may result in your fee Account Activity Statement being returned to the SEC as undeliverable. Please correct outdated addresses via the EDGAR filing website.

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We strongly encourage you to visit the Filing Website at <https://www.edgarfiling.sec.gov>. You can download our current version of the EDGARLink/Windows software and templates, the Filer Manual, receive on-line help, and access Frequently Asked Questions.

**FORM 4**
**UNITED STATES SECURITIES AND EXCHANGE COMMISSION**  
**Washington, D.C. 20549**
**OMB APPROVAL**  
 OMB Number: 3235-0287  
 Expires: January 31, 2005  
 Estimated average burden  
 hours per response... (1.5)

 Check this box if no  
 longer subject to  
 Section 16, Form 4 or  
 Form 5 obligations  
 may continue. See  
 Instruction 1(b).

**STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP OF SECURITIES**  
 Filed pursuant to Section 16(a) of the Securities Exchange Act of 1934, Section 17(a) of the Public  
 Utility Holding Company Act of 1935 or Section 30(h) of the Investment Company Act of 1940

(Print or Type Responses)

Name and Address of Reporting Person *		2. Issuer Name and Ticker or Trading Symbol		5. Relationship of Reporting Person(s) to Issuer (Check all applicable)				
SNOWDEN EDWARD H		BOSTON COMMUNICATIONS GROUP INC [bcgi]		<input type="checkbox"/> Director <input checked="" type="checkbox"/> Officer (give title below) <input type="checkbox"/> 10% Owner President & CEO				
(Last)	(First)	(Middle)	3. Date of Earliest Transaction (Month/Day/Year)	6. Individual or Joint/Group Filing (Check Applicable Line) <input checked="" type="checkbox"/> Form filed by One Reporting Person <input type="checkbox"/> Form filed by More than One Reporting Person				
100 Sylvan Road, Suite 100			09/02/2003					
Woburn 01801			4. If Amendment, Date Original Filed (Month/Day/Year)					
(City)	(State)	(Zip)						
<b>Table I - Non-Derivative Securities Acquired, Disposed of, or Beneficially Owned</b>								
Title of Security (Instr. 3)	2. Transaction Date (Month/Day/Year)	2A. Deemed Execution Date, if any (Month/Day/Year)	3. Transaction Code (Instr. 8)		4. Securities Acquired (A) or Disposed of (D) (Instr. 3, 4 and 5)	5. Amount of Securities Beneficially Owned Following Reported Transaction(s) (Instr. 3 and 4)	6. Ownership Form: Direct (D) or Indirect (I) (Instr. 4)	7. Nature of Indirect Beneficial Ownership (Instr. 4)
			Code	V				
Common Stock	09/02/2003		S(1)		1,300 D	\$13.3723 0	I	By Bradford Irrevocable Trust
Common Stock	09/02/2003		S(2)		1,300 D	\$13.3769 0	I	By Sophie Trust
Common Stock	09/02/2003		S(3)		1,300 D	\$13.3515 0	I	By Mallory Trust

SEC 1474 (9-12)

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(e.g., puts, calls, warrants, options, convertible securities)

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## Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
SNOWDEN EDWARD H 100 Sylvan Road Suite 100 Woburn 01801			President & CEO	

**Signatures** *Edward H. Snowden* **9/3/03**  
Edward H Snowden, By Alan Bouffard under Power of Attorney dated 8/31/2002

Signature of Reporting Person

Date

**Explanation of Responses:**

- \* If the form is filed by more than one reporting person, *see* Instruction 4(b)(v).
- \*\* Intentional misstatements or omissions of facts constitute Federal Criminal Violations. *See* 18 U.S.C. 1001 and 15 U.S.C. 78ff(a).
- (1) Pursuant to a 10b5-1 Plan.
- (2) Pursuant to a 10b5-1 Plan.
- (3) Pursuant to a 10b5-1 Plan.
- (4) Exercisable in five equal installments commencing on the anniversary of the date of grant. First vest date is 2/10/1999.
- (5) Exercisable in five equal installments commencing on the anniversary of the date of grant. First vest date is 2/10/1999.
- (6) Exercisable in five equal installments commencing on the anniversary of the date of grant. First vest date is 2/10/1999.

**Remarks:**

In addition, 267,900 options to buy are held by Edward Snowden directly. Bradford Trust, Sophia Trust and Mallory Trust f/o/b the children of the reporting person.

Note: File three copies of this Form, one of which must be manually signed. If space is insufficient, *see* Instruction 6 for procedure.

Potential persons who are to respond to the collection of information contained in this form are not required to respond unless the form displays a currently valid OMB number



Leslie Apony

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From: EDGAR.POSTMASTER@sec.gov  
Sent: Wednesday, September 03, 2003 8:58 AM  
To: secnotices@sendd.com; lapony@bcgi.net  
Subject: ACCEPTED FORM TYPE 4 (0001181431-03-021511)

THE FOLLOWING SUBMISSION HAS BEEN ACCEPTED BY THE U.S. SECURITIES AND EXCHANGE COMMISSION.

COMPANY: BOSTON COMMUNICATIONS GROUP INC  
FORM TYPE: 4 NUMBER OF DOCUMENTS: 1  
RECEIVED DATE: 03-Sep-2003 12:56 ACCEPTED DATE: 03-Sep-2003 12:58  
FILING DATE: 03-Sep-2003 12:56  
TEST FILING: NO CONFIRMING COPY: NO

ACCESSION NUMBER: 0001181431-03-021511

FILE NUMBER(S):  
1. 000-28432

THE PASSWORD FOR LOGIN CIK 0001181431 WILL EXPIRE 13-Jul-2004 12:20.

PLEASE REFER TO THE ACCESSION NUMBER LISTED ABOVE FOR FUTURE INQUIRIES.

REPORTING OWNER(S):

1. CIK: 0001200471  
OWNER: SNOWDEN EDWARD H  
FORM TYPE: 4  
FILE NUMBER(S):  
1. 000-28432

ISSUER:

2. CIK: 0001012887  
COMPANY: BOSTON COMMUNICATIONS GROUP INC

----- NOTICE -----

URGENT: Verify that all of your addresses on the EDGAR database are correct. An incorrect address in the EDGAR Accounting Contact Name and Address information may result in your fee Account Activity Statement being returned to the SEC as undeliverable. Please correct outdated addresses via the EDGAR filing website.

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We strongly encourage you to visit the Filing Website at <https://www.edgarfiling.sec.gov>. You can download our current version of the EDGARLink/Windows software and templates, the Filer Manual, receive on-line help, and access Frequently Asked Questions.

# FORM 4

## UNITED STATES SECURITIES AND EXCHANGE COMMISSION Washington, D.C. 20549

### STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP OF SECURITIES

Filed pursuant to Section 16(a) of the Securities Exchange Act of 1934, Section 17(a) of the Public Utility Holding Company Act of 1935 or Section 30(h) of the Investment Company Act of 1940

Check this box if no longer subject to Section 16. Form 4 or Form 5 obligations may continue. See Instruction 1(b).

(Print or Type Responses)

1. Name and Address of Reporting Person - <b>SNOWDEN EDWARD H</b>		2. Issuer Name and Ticker or Trading Symbol <b>BOSTON COMMUNICATIONS GROUP INC [bcgi]</b>		5. Relationship of Reporting Person(s) to Issuer (Check all applicable) _____ Director _____ 10% Owner _____ Other (specify below) <b>President &amp; CEO</b>	
(Last) <b>160</b>	(First) <b>Sylvan Road, Suite 100</b>	(Middle)	3. Date of Earliest Transaction (Month/Day/Year) <b>08/29/2003</b>	6. Individual or Joint/Group Filing (Check Applicable Line) _____ X Form filed by One Reporting Person _____ Form filed by More than One Reporting Person	
(Street) <b>Woburn, MA 01801</b>		4. If Amendment, Date Original Filed (Month/Day/Year)			
(City)	(State)	(Zip)			

Table I - Non-Derivative Securities Acquired, Disposed of, or Beneficially Owned

1. Title of Security (Instr. 3)	2. Transaction Date (Month/Day/Year)	2A. Deemed Execution Date, if any (Month/Day/Year)	3. Transaction Code (Instr. 8)			4. Securities Acquired (A) or Disposed of (D) (Instr. 3, 4 and 5)	5. Amount of Securities Beneficially Owned Following Reported Transaction(s) (Instr. 3 and 4)	6. Ownership Form: Direct (D) or Indirect (I) (Instr. 4)	7. Nature of Indirect Beneficial Ownership (Instr. 4)
			Code	V	Amount (D)	(A) or (D) Price			
Common Stock	08/29/2003		A(1)		1,100	A	\$10.71	14,064	D

Reminder: Report on a separate line for each class of securities beneficially owned directly or indirectly.

Persons who respond to the collection of information contained in this form are not required to respond unless the form displays a currently valid OMB control number.

SEC 1474 (9-02)

Table II - Derivative Securities Acquired, Disposed of, or Beneficially Owned (e.g., puts, calls, warrants, options, convertible securities)

1. Title of	2.	3. Transaction	3A. Deemed	4.	5. Number	6. Date Exercisable	7. Title and	8. Price of	9. Number	10.	11. Nature
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2005

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Derivative Security (Instr. 3)	Conversion or Exercise Price of Derivative Security	Date (Month/Day/Year)	Execution Date, if any (Month/Day/Year)	Transaction Code (Instr. 8)	of Derivative Securities Acquired (A) or Disposed of (D) (Instr. 3, 4, and 5)	and Expiration Date (Month/Day/Year)	Amount of Underlying Securities (Instr. 3 and 4)	Derivative Security (Instr. 5)	of Derivative Securities Beneficially Owned Following Reported Transaction (s) (Instr. 4)	Ownership Form of Derivative Security: Direct (D) or Indirect (I) (Instr. 4)	of Indirect Beneficial Ownership (Instr. 4)				
				Code	V	(A)	(D)	Date Exercisable	Expiration Date	Title	Amount or Number of Shares				

## Reporting Owners

Reporting Owner Name / Address	Relationships		
	Director	10% Owner	Officer
SNOWDEN EDWARD H 100 Sylvan Road Suite 100 Weburn, MA 01801			President & CEO

**Signatures** *Edward Snowden*

Edward Snowden, by Alan Bouffard under Power of Attorney dated 8/31/2002

Signature of Reporting Person

Date

## Explanation of Responses:

- \* If the form is filed by more than one reporting person, see Instruction 4(b)(v).
- \*\* Intentional misstatements or omissions of facts constitute Federal Criminal Violations. See 18 U.S.C. 1001 and 15 U.S.C. 78ff (a).
- (1) Shares purchased under bcg's Employee Stock Purchase Plan.

Note: File three copies of this Form, one of which must be manually signed. If space is insufficient, see Instruction 6 for procedure.

Potential persons who are to respond to the collection of information contained in this form are not required to respond unless the form displays a currently valid OMB number

Leslie Apony

---

From: EDGAR.POSTMASTER@sec.gov  
Sent: Friday, August 29, 2003 10:07 AM  
To: secnotices@sendd.com; lapony@bcgi.net  
Subject: ACCEPTED FORM TYPE 4 (0001181431-03-021061)

THE FOLLOWING SUBMISSION HAS BEEN ACCEPTED BY THE U.S. SECURITIES AND EXCHANGE COMMISSION.

COMPANY: BOSTON COMMUNICATIONS GROUP INC  
FORM TYPE: 4 NUMBER OF DOCUMENTS: 1  
RECEIVED DATE: 29-Aug-2003 14:06 ACCEPTED DATE: 29-Aug-2003 14:07  
FILING DATE: 29-Aug-2003 14:06  
TEST FILING: NO CONFIRMING COPY: NO

ACCESSION NUMBER: 0001181431-03-021061

FILE NUMBER(S):  
1. 000-28432

THE PASSWORD FOR LOGIN CIK 0001181431 WILL EXPIRE 13-Jul-2004 12:20.

PLEASE REFER TO THE ACCESSION NUMBER LISTED ABOVE FOR FUTURE INQUIRIES.

REPORTING OWNER(S):

1. CIK: 0001200471  
OWNER: SNOWDEN EDWARD H  
FORM TYPE: 4  
FILE NUMBER(S):  
1. 000-28432

ISSUER:

2. CIK: 0001012887  
COMPANY: BOSTON COMMUNICATIONS GROUP INC

----- NOTICE -----

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FORM 4

UNITED STATES SECURITIES AND EXCHANGE COMMISSION  
Washington, D.C. 20549

STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP OF SECURITIES

Check this box if no longer subject to Section 16. Form 4 or Form 5 obligations may continue. See Instruction 1(b).

Filed pursuant to Section 16(a) of the Securities Exchange Act of 1934, Section 17(a) of the Public Utility Holding Company Act of 1935 or Section 30(f) of the Investment Company Act of 1940

OMB APPROVAL	
OMB Number:	3235-0287
Expires:	January 31, 2005
Estimated average burden hours per response...	0.5

(Print or Type Responses)

1. Name and Address of Reporting Person SNOWDEN EDWARD H			2. Issuer Name and Ticker or Trading Symbol BOSTON COMMUNICATIONS GROUP INC [bcgi]		5. Relationship of Reporting Person(s) to Issuer (Check all applicable)  _____ Director _____ 10% Owner _____ Other (specify below) President & CEO	
(Last)	(First)	(Middle)	3. Date of Earliest Transaction (Month/Day/Year) 08/26/2003		6. Individual or Joint/Group Filing (Check Applicable Line) _____ X Form filed by One Reporting Person _____ Form filed by More than One Reporting Person	
100 Sylvan Road, Suite 100						
Woburn, MA 01801						
(City)	(State)	(Zip)				

Table I - Non-Derivative Securities Acquired, Disposed of, or Beneficially Owned

1. Title of Security (Instr. 3)	2. Transaction Date (Month/Day/Year)	2A. Deemed Execution Date, if any (Month/Day/Year)	3. Transaction Code (Instr. 8)			5. Amount of Securities Beneficially Owned Following Reported Transaction(s) (Instr. 3 and 4)	6. Ownership Form: Direct (D) or Indirect (I) (Instr. 4)	7. Nature of Indirect Beneficial Ownership (Instr. 4)
			Code	V	Amount (D) or (I)			

Reminder: Report on a separate line for each class of securities beneficially owned directly or indirectly.

Persons who respond to the collection of information contained in this form are not required to respond unless the form displays a currently valid OMB control number.

SEC 1474 (9-02)

Table II - Derivative Securities Acquired, Disposed of, or Beneficially Owned  
(e.g., puts, calls, warrants, options, convertible securities)

1. Title of Derivative or Security	2. Conversion or Exercise	3. Transaction Date (Month/Day/Year)	3A. Deemed Execution Date, if any	4. Transaction Code	5. Number of Derivative	6. Date Exercisable and Expiration Date (Month/Day/Year)	7. Title and Amount of Underlying Securities	8. Price of Derivative or Security	9. Number of Derivative	10. Ownership Form of	11. Nature of Indirect Beneficial

Filed 09/26/2005 Page 44 of 77

(Instr. 3)	Price of Derivative Security	(Month/Day/Year)	(Instr. 8)		Securities Acquired (A) or Disposed of (D) (Instr. 3, 4, and 5)		(Instr. 3 and 4)		(Instr. 5)	Securities Beneficially Owned Following Reported Transaction (s) (Instr. 4)	Derivative Security: Direct (D) or Indirect (I) (Instr. 4)	Owner (Instr.)	
(Common Stock (Right to Buy))	\$13.03	08/26/2003	Code	V	(A)	(D)	Date Exercisable	Expiration Date	Title	Amount or Number of Shares			
			A		64,000		08/26/2004 (1)	08/26/2013	Common Stock	64,000	\$13.03	267,900 (2)	D

Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
SNOWDEN EDWARD H 100 Sylvan Road Suite 100 Woburn, MA 01801			President & CEO	

Signatures Edward Snowden

Edward Snowden, By Alan Bouffard under Power of Attorney dated 8/31/2002

Signature of Reporting Person

Date

08/27/2003

Explanation of Responses:

\* If the form is filed by more than one reporting person, see Instruction 4(b)(v).

**\*\* Intentional misstatements or omissions of facts constitute Federal Criminal Violations. See 18 U.S.C. 1001 and 15 U.S.C. 78ff(a).**

**(1) Exercisable in three equal installments commencing on the anniversary of the date of grant.**

**(2) In addition, 129,600 are held indirectly by (a)43,200 by the Bradford Irrevocable Trust (b)43,200 by the Sophia Trust, (c) 43,200 by the Mallory Trust, f/o/b the children of the reporting person.**

**Note: File three copies of this Form, one of which must be manually signed. If space is insufficient, see Instruction 6 for procedure.**

**Potential persons who are to respond to the collection of information contained in this form are not required to respond unless the form displays a currently valid OMB number.**

Leslie Apony

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From: EDGAR.POSTMASTER@sec.gov  
Sent: Wednesday, August 27, 2003 12:41 PM  
To: secnotices@sendd.com; lapony@bcgi.net  
Subject: ACCEPTED FORM TYPE 4 (0001181431-03-020715)

THE FOLLOWING SUBMISSION HAS BEEN ACCEPTED BY THE U.S. SECURITIES AND EXCHANGE COMMISSION.

COMPANY: BOSTON COMMUNICATIONS GROUP INC  
FORM TYPE: 4 NUMBER OF DOCUMENTS: 1  
RECEIVED DATE: 27-Aug-2003 16:41 ACCEPTED DATE: 27-Aug-2003 16:41  
FILING DATE: 27-Aug-2003 16:41  
TEST FILING: NO CONFIRMING COPY: NO

ACCESSION NUMBER: 0001181431-03-020715

FILE NUMBER(S):  
1. 000-28432

THE PASSWORD FOR LOGIN CIK 0001181431 WILL EXPIRE 13-Jul-2004 12:20.

PLEASE REFER TO THE ACCESSION NUMBER LISTED ABOVE FOR FUTURE INQUIRIES.

REPORTING OWNER(S):

1. CIK: 0001200471  
OWNER: SNOWDEN EDWARD H.  
FORM TYPE: 4  
FILE NUMBER(S):  
1. 000-28432

ISSUER:

2. CIK: 0001012887  
COMPANY: BOSTON COMMUNICATIONS GROUP INC

----- NOTICE -----

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**FORM 4**

Check this box if no longer subject to Section 16. Form 4 or Form 5 obligations may continue. See Instruction 1(b).

**UNITED STATES SECURITIES AND EXCHANGE COMMISSION****Washington, D.C. 20549****STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP OF SECURITIES**

Filed pursuant to Section 16(a) of the Securities Exchange Act of 1934, Section 17(a) of the Public Utility Holding Company Act of 1935 or Section 30(h) of the Investment Company Act of 1940

OMB APPROVAL	
OMB Number:	3235-0237
Expires:	January 31, 2005
Estimated average burden hours per response...	4.5

(Print or Type Responses)

1. Name and Address of Reporting Person : <b>SNOWDEN EDWARD H</b>		2. Issuer Name and Ticker or Trading Symbol <b>BOSTON COMMUNICATIONS GROUP INC</b> [bcsi]		5. Relationship of Reporting Person(s) to Issuer (Check all applicable) ____ Director <input checked="" type="checkbox"/> Officer (give title below) _____ ____ 10% Owner ____ Other (specify below) _____ <b>President &amp; CEO</b>	
(Last)	(First)	(Middle)	3. Date of Earliest Transaction (Month/Day/Year) <b>08/22/2003</b>		
100 Sylvan Road, Suite 100			4. If Amendment, Date Original Filed (Month/Day/Year)		
(Street)					
Woburn 01801					
(City)	(State)	(Zip)			

**Table 1 - Non-Derivative Securities Acquired, Disposed of, or Beneficially Owned**

8

1. Title of Security (Instr. 3)	2. Transaction Date (Month/Day/Year)	2A. Deemed Execution Date, if any (Month/Day/Year)	3. Transaction Code (Instr. 8)		4. Securities Acquired (A) or Disposed of (D) (Instr. 3, 4 and 5)		5. Amount of Securities Beneficially Owned Following Reported Transaction(s) (Instr. 3 and 4)	6. Ownership Form: Direct (D) or Indirect (I) (Instr. 4)	7. Nature of Indirect Beneficial Ownership (Instr. 4)
				Code	V	Amount	(A) or (D)	Price	
Common Stock	08/22/2003		S(1)			400	D	\$13 0	By Bradford Irrevocable Trust
Common Stock	08/22/2003		S(2)			400	D	\$13 0	By Sophie Trust
Common Stock	08/22/2003		S(2)			400	D	\$13 0	By Mallory Trust

8

12/02/2005

Page 47 of 77



Reminder: Report on a separate line for each class of securities beneficially owned directly or indirectly.

Persons who respond to the collection of information contained in this form are not required to respond unless the form displays a currently valid OMB control number.

SEC 1474 (9-12-1)

Case 1:05-cv-01631-WGY Document 24-8

Filed 12/02/2008

Page 48 of 77

**Table II - Derivative Securities Acquired, Disposed of, or Beneficially Owned (e.g., puts, calls, warrants, options, convertible securities)**

1. Title of Derivative Security (Instr. 3)	2. Conversion or Exercise Price of Derivative Security	3. Transaction Date (Month/Day/Year)	3A. Deemed Execution Date, if any (Month/Day/Year)	4. Transaction Code (Instr. 8)	5. Number of Derivative Securities Acquired (A) or Disposed of (D) (Instr. 3, 4, and 5)		6. Date Exercisable and Expiration Date (Month/Day/Year)		7. Title and Amount of Underlying Securities (Instr. 3 and 4)		8. Price of Derivative Security (Instr. 5)	9. Number of Derivative Securities Beneficially Owned Following Reported Transaction (s) (Instr. 4)	10. Ownership Form of Derivative Security: Direct (D) or Indirect (I) (Instr. 4)	11. Nature of Indirect Beneficial Ownership (Instr. 4)
					Code	V	Date Exercisable	Expiration Date	Title	Amount or Number of Shares				
Common Stock (Right to Buy)	\$7.062	07/08/2003			X		02/10/1999 (4)	02/10/2008	Common Stock	400	\$7.062	43,200	I	By Beneficial Irrevocable Trust
Common Stock (Right to Buy)	\$7.062	07/08/2003					02/10/1999 (5)	02/10/2008	Common Stock	400	\$7.062	43,200	I	By Beneficial Irrevocable Trust
Common Stock (Right to Buy)	\$7.062	07/08/2003			X		02/10/1999 (6)	02/10/2008	Common Stock	400	\$7.062	43,200	I	By Beneficial Irrevocable Trust

## Reporting Owners

Reporting Owner Name / Address	Relationships		
	Director	10% Owner	Other
SNOWDEN EDWARD H 100 Sylvan Road Suite 100 Woburn 01801			President & CEO

## Signatures

*Edward H. Snowden*  
*By: Alan Bouffard*

Edward H Snowden, By Alan Bouffard under Power of Attorney dated 8/31/2002

08/25/2003

<sup>11</sup>Signature of Reporting Person

Date

## Explanation of Responses:

- \* If the form is filed by more than one reporting person, see Instruction 4(b)(v).
- \*\* Intentional misstatements or omissions of facts constitute Federal Criminal Violations. See 18 U.S.C. 1001 and 15 U.S.C. 78ff(a).
- (1) Pursuant to a 10b5-1 Plan.
- (2) Pursuant to a 10b5-1 Plan.
- (3) Pursuant to a 10b5-1 Plan.
- (4) Exercisable in five equal installments commencing on the anniversary of the date of grant. First vest date is 2/10/1999.
- (5) Exercisable in five equal installments commencing on the anniversary of the date of grant. First vest date is 2/10/1999.
- (6) Exercisable in five equal installments commencing on the anniversary of the date of grant. First vest date is 2/10/1999.

## Remarks:

In addition, 203,900 options to buy are held by Edward Snowden directly. Bradford Trust, Sophia Trust and Mallory Trust f/o/b the children of the reporting person.

Note: File three copies of this Form, one of which must be manually signed. If space is insufficient, see Instruction 6 for procedure.

Potential persons who are to respond to the collection of information contained in this form are not required to respond unless the form displays a currently valid OMB number.

Leslie Apony

---

From: EDGAR.POSTMASTER@sec.gov  
Sent: Tuesday, August 26, 2003 11:18 AM  
To: secnotices@sendd.com; lapony@bcgi.net  
Subject: ACCEPTED FORM TYPE 4 (0001181431-03-020456)

THE FOLLOWING SUBMISSION HAS BEEN ACCEPTED BY THE U.S. SECURITIES AND EXCHANGE COMMISSION.

COMPANY: BOSTON COMMUNICATIONS GROUP INC  
FORM TYPE: 4 NUMBER OF DOCUMENTS: 1  
RECEIVED DATE: 26-Aug-2003 15:17 ACCEPTED DATE: 26-Aug-2003 15:18  
FILING DATE: 26-Aug-2003 15:17  
TEST FILING: NO CONFIRMING COPY: NO

ACCESSION NUMBER: 0001181431-03-020456

FILE NUMBER(S):  
1. 000-28432

THE PASSWORD FOR LOGIN CIK 0001181431 WILL EXPIRE 13-Jul-2004 12:20.

PLEASE REFER TO THE ACCESSION NUMBER LISTED ABOVE FOR FUTURE INQUIRIES.

REPORTING OWNER(S):

1. CIK: 0001200471  
OWNER: SNOWDEN EDWARD H  
FORM TYPE: 4  
FILE NUMBER(S):  
1. 000-28432

ISSUER:

2. CIK: 0001012887  
COMPANY: BOSTON COMMUNICATIONS GROUP INC

----- NOTICE -----

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We strongly encourage you to visit the Filing Website at <https://www.edgarfiling.sec.gov>. You can download our current version of the EDGARLink/Windows software and templates, the Filer Manual, receive on-line help, and access Frequently Asked Questions.

**FORM 4**

Check this box if no longer subject to Section 16, Form 4 or Form 5 obligations may continue. See Instruction 1(b).

**UNITED STATES SECURITIES AND EXCHANGE COMMISSION**  
**Washington, D.C. 20549**

**STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP OF SECURITIES**

Filed pursuant to Section 16(a) of the Securities Exchange Act of 1934, Section 17(a) of the Public Utility Holding Company Act of 1935 or Section 30(h) of the Investment Company Act of 1940

OMB APPROVAL	
OMB Number: 3235-0287	Expires: January 31, 2005
Estimated average burden hours per response... 5	

(Print or Type Responses)

1. Name and Address of Reporting Person *		2. Issuer Name and Ticker or Trading Symbol		5. Relationship of Reporting Person(s) to Issuer (Check all applicable)	
SNOWDEN EDWARD H		BOSTON COMMUNICATIONS GROUP INC [bcgi]		<input type="checkbox"/> Director <input checked="" type="checkbox"/> Officer (give title below) _____ 10% Owner <input type="checkbox"/> Other (specify below) _____ President & CEO	
(Last) (First) (Middle)		3. Date of Earliest Transaction (Month/Day/Year)			
100 Sylvan Road, Suite 100		08/01/2003			
(Street)		4. If Amendment, Date Original Filed (Month/Day/Year)		6. Individual or Joint/Group Filing (Check Applicable Line)	
Woburn 01801				<input checked="" type="checkbox"/> Form filed by One Reporting Person <input type="checkbox"/> Form filed by More than One Reporting Person	
(City)		(State)		(Zip)	

**Table 1 - Non-Derivative Securities Acquired, Disposed of, or Beneficially Owned**

1. Title of Security (Instr. 3)	2. Transaction Date (Month/Day/Year)	2A. Deemed Execution Date, if any (Month/Day/Year)	3. Transaction Code (Instr. 8)	4. Securities Acquired (A) or Disposed of (D) (Instr. 3, 4 and 5)	5. Amount of Securities Beneficially Owned Following Reported Transaction(s) (Instr. 3 and 4)	6. Ownership Form: Direct (D) or Indirect (I) (Instr. 4)	7. Nature of Indirect Beneficial Ownership (Instr. 4)
Common Stock	08/01/2003		S(1)	900 D	\$11.76 0	I	By Bradford Irrevocable Trust
Common Stock	08/01/2003		S(2)	900 D	\$11.76 0	I	By Sophia Trust
Common Stock	08/01/2003		S(3)	900 D	\$11.76 0	I	By Mallory Trust

Reminder: Report on a separate line for each class of securities beneficially owned directly or indirectly.

Persons who respond to the collection of information contained in this form are not required to respond unless the form displays a currently valid OMB control number.

SEC 1474 (9/02)

Case 1:05-cv-01555-WGY Document 24-8 Filed 12/02/2005 Page 53 of 77

**Table II - Derivative Securities Acquired, Disposed of, or Beneficially Owned (e.g., puts, calls, warrants, options, convertible securities)**

1. Title of Derivative Security (Instr. 3)	2. Conversion or Exercise Price of Derivative Security	3. Transaction Date (Month/Day/Year)	3A. Deemed Execution Date, if any (Month/Day/Year)	4. Transaction Code (Instr. 8)	5. Number of Derivative Securities Acquired (A) or Disposed of (D) (Instr. 3, 4, and 5)		6. Date Exercisable and Expiration Date (Month/Day/Year)		7. Title and Amount of Underlying Securities (Instr. 3 and 4)		8. Price of Derivative Security (Instr. 5)	9. Number of Derivative Securities Beneficially Owned Following Reported Transaction(s) (Instr. 4)	10. Ownership Form of Derivative Security: Direct (D) or Indirect (I) (Instr. 4)	11. Nature of Indirect Beneficial Ownership (Instr. 4)
							Date Exercisable	Expiration Date	Title	Amount or Number of Shares				
Common Stock (Right to Buy)	\$7.062	07/08/2003		X		900 (D)	02/10/1999 (4)	02/10/2008	Common Stock	900	\$7.062	43,600	I	By Beneficial Owner Irrevocable Trust
Common Stock (Right to Buy)	\$7.062	07/08/2003		X		900	02/10/1999 (5)	02/10/2008	Common Stock	900	\$7.062	43,600	I	By Beneficial Owner Irrevocable Trust
Common Stock (Right to Buy)	\$7.062	07/08/2003		X		900	02/10/1999 (6)	02/10/2008	Common Stock	900	\$7.062	43,600	I	By Beneficial Owner Irrevocable Trust

## Reporting Owners



Reporting Owner Name / Address	Relationships		
	Director	10% Owner	Officer
SNOWDEN EDWARD H 100 Sylvan Road Suite 100 Woburn 01801			President & CEO

## Signatures *Edward H. Snowden*

By: *Edward H. Snowden*

Edward H Snowden By Alan Bouffard under Power of Attorney dated 8/31/2002

08/05/2003

\*\*Signature of Reporting Person

Date

## Explanation of Responses:

- \* If the form is filed by more than one reporting person, see Instruction 4(b)(v).
- \*\* Intentional misstatements or omissions of facts constitute Federal Criminal Violations. See 18 U.S.C. 1001 and 15 U.S.C. 78ff(a).
- (1) Pursuant to a 10b5-1 Plan.
- (2) Pursuant to a 10b5-1 Plan.
- (3) Pursuant to a 10b5-1 Plan.
- (4) Exercisable in five equal installments commencing on the anniversary of the date of grant. First vest date is 2/10/1999.
- (5) Exercisable in five equal installments commencing on the anniversary of the date of grant. First vest date is 2/10/1999.
- (6) Exercisable in five equal installments commencing on the anniversary of the date of grant. First vest date is 2/10/1999.

## Remarks:

In addition, 203,900 options to buy are held by Edward Snowden directly. Bradford Trust, Sophia Trust and Mallory Trust f/o/b the children of the reporting person.

Note: File three copies of this Form, one of which must be manually signed. If space is insufficient, see Instruction 6 for procedure.

Potential persons who are to respond to the collection of information contained in this form are not required to respond unless the form displays a currently valid OMB number.

Leslie Apony

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From: EDGAR.POSTMASTER@sec.gov  
Sent: Tuesday, August 05, 2003 7:06 AM  
To: secnotices@sendd.com; lapony@bcgi.net  
Subject: ACCEPTED FORM TYPE 4 (0001181431-03-017184)

THE FOLLOWING SUBMISSION HAS BEEN ACCEPTED BY THE U.S. SECURITIES AND EXCHANGE COMMISSION.

COMPANY: BOSTON COMMUNICATIONS GROUP INC  
FORM TYPE: 4 NUMBER OF DOCUMENTS: 1  
RECEIVED DATE: 05-Aug-2003 11:06 ACCEPTED DATE: 05-Aug-2003 11:06  
FILING DATE: 05-Aug-2003 11:06  
TEST FILING: NO CONFIRMING COPY: NO

ACCESSION NUMBER: 0001181431-03-017184

FILE NUMBER(S):  
1. 000-28432

THE PASSWORD FOR LOGIN CIK 0001181431 WILL EXPIRE 13-Jul-2004 12:20.

PLEASE REFER TO THE ACCESSION NUMBER LISTED ABOVE FOR FUTURE INQUIRIES.

REPORTING OWNER(S):

1. CIK: 0001200471  
OWNER: SNOWDEN EDWARD H  
FORM TYPE: 4  
FILE NUMBER(S):  
1. 000-28432

ISSUER:

2. CIK: 0001012887  
COMPANY: BOSTON COMMUNICATIONS GROUP INC

----- NOTICE -----

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**FORM 4**

☐ Check this box if no longer subject to Section 16. Form 4 or Form 5 obligations may continue. See Instruction 1(b).

**UNITED STATES SECURITIES AND EXCHANGE COMMISSION**  
**Washington, D.C. 20549**

**STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP OF SECURITIES**

Filed pursuant to Section 16(a) of the Securities Exchange Act of 1934, Section 17(a) of the Public Utility Holding Company Act of 1935 or Section 30(h) of the Investment Company Act of 1940

<b>OMB APPRO'</b>	
OMB Number:	3235-0287
Expires:	January 31, 2005
Estimated average burden hours per response...	0.5

(Print or Type Responses)

1. Name and Address of Reporting Person *		2. Issuer Name and Ticker or Trading Symbol		5. Relationship of Reporting Person(s) to Issuer (Check all applicable)	
SNOWDEN EDWARD H		BOSTON COMMUNICATIONS GROUP INC [bcgi]		Director _____ 10% Owner _____ Other (specify below) _____ <b>President &amp; CEO</b>	
(Last)	(First)	(Middle)	3. Date of Earliest Transaction (Month/Day/Year)		
			07/08/2003		
(Street)	4. If Amendment, Date Original Filed (Month/Day/Year)				
(City)	(State)	(Zip)			

**Table 1 - Non-Derivative Securities Acquired, Disposed of, or Beneficially Owned**

1. Title of Security (Instr. 3)	2. Transaction Date (Month/Day/Year)	2A. Deemed Execution Date, if any (Month/Day/Year)	3. Transaction Code (Instr. 8)			4. Securities Acquired (A) or Disposed of (D) (Instr. 3, 4 and 5)		5. Amount of Securities Beneficially Owned Following Reported Transaction(s) (Instr. 3 and 4)	6. Ownership Form: Direct (D) or Indirect (I) (Instr. 4)	7. Nature of Indirect Ownership (Instr. 4)
			Code	V	Amount	(A) or (D)	Price			
Common Stock	07/08/2003		S <sup>(1)</sup>		2,200	D	\$20	12,964	D	
Common Stock	07/08/2003		S <sup>(2)</sup>		800	D	\$20	0	I	By Bradford Irrevocable Trust
Common Stock	07/08/2003		S <sup>(3)</sup>		800	D	\$20	0	I	By Sophie Trust
Common Stock	07/08/2003		S <sup>(4)</sup>		800	D	\$20	0	I	By Mallory Trust

Reminder: Report on a separate line for each class of securities beneficially owned directly or indirectly.

Persons who respond to the collection of information contained in this form are not required to respond unless the form displays a currently valid OMB control number.

SEC 4 (9-02)

**Table II - Derivative Securities Acquired, Disposed of, or Beneficially Owned (e.g., puts, calls, warrants, options, convertible securities)**

1. Title of Derivative Security (Instr. 3)	2. Conversion or Exercise Price of Derivative Security	3. Transaction Date (Month/Day/Year)	3A. Deemed Execution Date, if any (Month/Day/Year)	4. Transaction Code (Instr. 8)	5. Number of Derivative Securities Acquired (A) or Disposed of (D) (Instr. 3, 4, and 5)		6. Date Exercisable and Expiration Date (Month/Day/Year)		7. Title and Amount of Underlying Securities (Instr. 3 and 4)		8. Price of Derivative Security (Instr. 5)	9. Number of Derivative Securities Beneficially Owned Following Reported Transaction(s) (Instr. 4)	10. Ownership Form of Derivative Security: Direct (D) or Indirect (I) (Instr. 4)	11. Indirect Beneficial Owner (Instr. 4)
					Code	V	Date Exercisable	Expiration Date	Title	Amount or Number of Shares				
Common Stock (Right to Buy)	\$7.062	07/08/2003		X			02/10/1999 (5)	02/10/2008	Common Stock	2,200	\$7.062	203,900	D <sup>(9)</sup>	
Common Stock (Right to Buy)	\$7.062	07/08/2003		X			02/10/1999 (6)	02/10/2008	Common Stock	800	\$7.062	44,500	I	By Br Ir Tr
Common Stock (Right to Buy)	\$7.062	07/08/2003		X			02/10/1999 (7)	02/10/2008	Common Stock	800	\$7.062	44,500	I	By Tr
Common Stock (Right to Buy)	\$7.062	07/08/2003		X			02/10/1999 (8)	02/10/2008	Common Stock	800	\$7.062	44,500	I	By Ma Tr

**Reporting Owners**

Reporting Owner Name / Address	Relationships		
	Director	10% Owner	Officer
SNOWDEN EDWARD H			President & CEO

## Signatures

*Edward H Snowden* 78-03  
Edward H Snowden

07/08/2003

\*\*Signature of Reporting Person

Date

## Explanation of Responses:

- \* If the form is filed by more than one reporting person, *see* Instruction 4(b)(v).
- \*\* Intentional misstatements or omissions of facts constitute Federal Criminal Violations. *See* 18 U.S.C. 1001 and 15 U.S.C. 78ff(a).
- (1) Pursuant to a 10b5-1 Plan.
  - (2) Pursuant to a 10b5-1 Plan.
  - (3) Pursuant to a 10b5-1 Plan.
  - (4) Pursuant to a 10b5-1 Plan.
  - (5) Exercisable in five equal installments commencing on the anniversary of the date of grant. First vest date is 2/10/1999.
  - (6) Exercisable in five equal installments commencing on the anniversary of the date of grant. First vest date is 2/10/1999.
  - (7) Exercisable in five equal installments commencing on the anniversary of the date of grant. First vest date is 2/10/1999.
  - (8) Exercisable in five equal installments commencing on the anniversary of the date of grant. First vest date is 2/10/1999.
  - (9) In addition, 133,500 are held indirectly by (a)44,500 by the Bradford Irrevocable Trust, (b)44,500 by the Sophia Trust, (c)44,500 by the Mallory Trust, f/o/b the children of the reporting person.

Note: File three copies of this Form, one of which must be manually signed. If space is insufficient, *see* Instruction 6 for procedure.

Potential persons who are to respond to the collection of information contained in this form are not required to respond unless the form displays a currently valid OMB number.



Leslie Apony

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From: EDGAR.POSTMASTER@sec.gov  
Sent: Thursday, July 10, 2003 10:13 AM  
To: secnotices@sendd.com; lapony@bcgi.net  
Subject: ACCEPTED FORM TYPE 4 (0001181431-03-013618)

THE FOLLOWING SUBMISSION HAS BEEN ACCEPTED BY THE U.S. SECURITIES AND EXCHANGE COMMISSION.

COMPANY: BOSTON COMMUNICATIONS GROUP INC  
FORM TYPE: 4 NUMBER OF DOCUMENTS: 1  
RECEIVED DATE: 10-Jul-2003 14:12 ACCEPTED DATE: 10-Jul-2003 14:13  
FILING DATE: 10-Jul-2003 14:12  
TEST FILING: NO CONFIRMING COPY: NO

ACCESSION NUMBER: 0001181431-03-013618

FILE NUMBER(S):  
1. 000-28432

THE PASSWORD FOR LOGIN CIK 0001181431 WILL EXPIRE 20-Aug-2003 13:03.

PLEASE REFER TO THE ACCESSION NUMBER LISTED ABOVE FOR FUTURE INQUIRIES.

REPORTING OWNER(S):

1. CIK: 0001200471  
OWNER: SNOWDEN EDWARD H  
FORM TYPE: 4  
FILE NUMBER(S):  
1. 000-28432

ISSUER:

2. CIK: 0001012887  
COMPANY: BOSTON COMMUNICATIONS GROUP INC

----- NOTICE -----

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# FORM 4

Check this box if no longer subject to Section 16, Form 4 or Form 5 obligations may continue. See Instruction 1(b).

## UNITED STATES SECURITIES AND EXCHANGE COMMISSION Washington, D.C. 20549

### STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP OF SECURITIES

Filed pursuant to Section 16(a) of the Securities Exchange Act of 1934, Section 17(a) of the Public Utility Holding Company Act of 1935 or Section 30(h) of the Investment Company Act of 1940

OMB APPROVAL	
OMB Number:	3235-0287
Expires:	January 31, 2005
Estimated average burden hours per response...	0.5

1. Name and Address of Reporting Person *		2. Issuer Name and Ticker or Trading Symbol		5. Relationship of Reporting Person(s) to Issuer (Check all applicable)	
SNOWDEN EDWARD H		BOSTON COMMUNICATIONS GROUP INC [bcgi]		Director _____ 10% Owner _____ X Officer (give title below) _____ Other (specify below) _____ President & CEO	
(Last)	(First)	(Middle)	3. Date of Earliest Transaction (Month/Day/Year)		
			2003-07-01		
(Street)	4. If Amendment, Date Original Filed (Month/Day/Year)				
(City)	(State)	(Zip)	6. Individual or Joint/Group Filing (Check Applicable Line) X Form filed by One Reporting Person Form filed by More than One Reporting Person		

Table I - Non-Derivative Securities Acquired, Disposed of, or Beneficially Owned

1. Title of Security	2. Transaction Date (Month/Day/Year)	2A. Deemed Execution Date, if any (Month/Day/Year)	3. Transaction Code	4. Securities Acquired (A) or Disposed of (D)		5. Amount of Securities Beneficially Owned Following Reported Transaction(s)	6. Ownership Form: Direct (D) or Indirect (I)	7. Nature of Indirect Beneficial Ownership
				Code	V Amount (D)	(A) or (D) Price		
Common Stock	2003-07-01		S(1)		4400	D \$16.8164	12964	D
Common Stock	2003-07-01		S(2)		1700	D \$16.8164	0	I
Common Stock	2003-07-01		S(3)		1700	D \$16.8164	0	I
Common Stock	2003-07-01		S(4)		1700	D \$16.8164	0	I

Common Stock		2003-07-01		S(10)	2200	D	\$17.00	12964	D		By Bradford Irrevocable Trust
Common Stock		2003-07-01		S(11)	800	D	\$17.00	0	D		By Sophie Trust
Common Stock		2003-07-01		S(12)	800	D	\$17.00	0	D		By Sophie Trust
Common Stock		2003-07-01		S(13)	800	D	\$17.00	0	D		By Mallory Trust

Table II - Derivative Securities Beneficially Owned (e.g., puts, calls, warrants, options, convertible securities)  
(e.g., puts, calls, warrants, options, convertible securities)

1. Title of Derivative Security	2. Conversion or Exercise Price of Derivative Security	3. Transaction Date (Month/Day/Year)	3A. Deemed Execution Date, if any (Month/Day/Year)	4. Transaction Code	5. Number of Derivative Securities Acquired (A) or Disposed of (D)	6. Date Exercisable and Expiration Date		7. Title and Amount of Securities Underlying Derivative Security		8. Price of Derivative Security	9. Number of derivative Securities Beneficially Owned Following Reported Transaction (s)	10. Ownership Form of Direct (D) or Indirect (I)	11. Nature of Indirect Beneficial Ownership
						Date Exercisable	Expiration Date	Title	Amount or Number of Shares				
Common Stock (Right to Buy)	7.062	2003-07-01		X	6600	1999-02-10 <sup>(5)</sup>	2008-02-10	Common Stock	6600	\$7.062	206100	D <sup>(9)</sup>	
Common Stock (Right to Buy)	7.062	2003-07-01		X	2500	1999-02-10 <sup>(6)</sup>	2008-02-10	Common Stock	2500	\$7.062	45300	I	By Bradford Irrevocable Trust
Common Stock						1999-02-	2008-	Common					By Sophie

(Right to Buy)	7.062	2003-07-01		X			2500	10(7)	02-10	Stock	2500	\$7.062	45300	I	Trust
Common Stock (Right to Buy)	7.062	2003-07-01		X			2500	1999-02-10(8)	2008-02-10	Common Stock	2500	\$7.062	45300	I	By Mallory Trust

## Reporting Owners

Reporting Owner Name / Address	Relationships		
	Director	10% Owner	Officer
SNOWDEN EDWARD H <i>Edward H Snowden</i>			President & CEO

7-03-03

## Signatures

Edward H Snowden 2003-07-03

Signature of Reporting Person Date

## Explanation of Responses:

- (\*) If the form is filed by more than one reporting person, see Instruction 5(b)(v).
- (\*\*) Intentional misstatements or omissions of facts constitute Federal Criminal Violations. See 18 U.S.C. 1001 and 15 U.S.C. 78ff(a).
- (1) Pursuant to a 10b5-1 Plan.
- (2) Pursuant to a 10b5-1 Plan.
- (3) Pursuant to a 10b5-1 Plan.
- (4) Pursuant to a 10b5-1 Plan.
- (5) Exercisable in five equal installments commencing on the anniversary of the date of grant. First vest date is 2/10/1999.
- (6) Exercisable in five equal installments commencing on the anniversary of the date of grant. First vest date is 2/10/1999.
- (7) Exercisable in five equal installments commencing on the anniversary of the date of grant. First vest date is 2/10/1999.

(8) Exercisable in five equal installments commencing on the anniversary of the date of grant. First vest date is 2/10/1999.

(9) In addition, 135,900 are held indirectly by (a)45,300 by the Bradford Irrevocable Trust, (b)45,300 by the Sophia Trust, (c)45,300 by the Mallory Trust, f/o/b the children of the reporting person.

(10) Pursuant to a 10b5-1 Plan.

(11) Pursuant to a 10b5-1 Plan.

(12) Pursuant to a 10b5-1 Plan.

(13) Pursuant to a 10b5-1 Plan.

Note: File three copies of this Form, one of which must be manually signed. If space is insufficient, See Instruction 6 for procedure.

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**Leslie Apony**

**From:** EDGAR.POSTMASTER@sec.gov  
**Sent:** Thursday, July 03, 2003 10:21 AM  
**To:** secnotices@sendd.com; lapony@bcgi.net  
**Subject:** ACCEPTED FORM TYPE 4 (0001181431-03-013118)

THE FOLLOWING SUBMISSION HAS BEEN ACCEPTED BY THE U.S. SECURITIES AND EXCHANGE COMMISSION.

COMPANY: BOSTON COMMUNICATIONS GROUP INC  
 FORM TYPE: 4 NUMBER OF DOCUMENTS: 1  
 RECEIVED DATE: 03-Jul-2003 14:20 ACCEPTED DATE: 03-Jul-2003 14:21  
 FILING DATE: 03-Jul-2003 14:20  
 TEST FILING: NO CONFIRMING COPY: NO

ACCESSION NUMBER: 0001181431-03-013118

FILE NUMBER(S):  
 1. 000-28432

THE PASSWORD FOR LOGIN CIK 0001181431 WILL EXPIRE 20-Aug-2003 13:03.

PLEASE REFER TO THE ACCESSION NUMBER LISTED ABOVE FOR FUTURE INQUIRIES.

REPORTING OWNER(S):

1. CIK: 0001200471  
 OWNER: SNOWDEN EDWARD H.  
 FORM TYPE: 4  
 FILE NUMBER(S):  
 1. 000-28432

ISSUER:

2. CIK: 0001012887  
 COMPANY: BOSTON COMMUNICATIONS GROUP INC

THE SUBMISSION CONTAINED THE FOLLOWING WARNINGS:

WRN: TAG\_VALUE\_MISSING\_OR\_INVALID  
 MSG: Value for <nonDerivativeSecurity.natureOfOwnership> (6 of 8) is missing or invalid BY BRADFORD IRREVOCABLE TRUST. Since this security is directly owned, this field is not applicable.

LOC: LINE NUMBER: 0

WRN: TAG\_VALUE\_MISSING\_OR\_INVALID  
 MSG: Value for <nonDerivativeSecurity.natureOfOwnership> (7 of 8) is missing or invalid BY SOPHIE TRUST. Since this security is directly owned, this field is not applicable.

LOC: LINE NUMBER: 0

WRN: TAG\_VALUE\_MISSING\_OR\_INVALID  
 MSG: Value for <nonDerivativeSecurity.natureOfOwnership> (8 of 8) is missing or invalid BY MALLORY TRUST. Since this security is directly owned, this field is not applicable.

LOC: LINE NUMBER: 0

----- NOTICE -----

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**FORM 4**

☐ Check this box if no longer subject to Section 16, Form 4 or Form 5 obligations may continue. See Instruction 1(b).

**UNITED STATES SECURITIES AND EXCHANGE COMMISSION**  
Washington, D.C. 20549

**OMB APPROVAL**

OMB Number: 3235-0287  
Expires: January 31, 2005  
Estimated average burden hours per response... 0.5

**STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP OF SECURITIES**

Filed pursuant to Section 16(a) of the Securities Exchange Act of 1934, Section 17(a) of the Public Utility Holding Company Act of 1935 or Section 30(h) of the Investment Company Act of 1940

1. Name and Address of Reporting Person *		2. Issuer Name and Ticker or Trading Symbol		5. Relationship of Reporting Person(s) to Issuer (Check all applicable)		6. Individual or Joint/Group Filing (Check Applicable Line)	
SNOWDEN EDWARD H		BOSTON COMMUNICATIONS GROUP INC [bcsi]		<input type="checkbox"/> Director <input checked="" type="checkbox"/> Officer (give title below) _____ 10% Owner <input type="checkbox"/> Other (specify below) _____ President & CEO		<input checked="" type="checkbox"/> Form filed by One Reporting Person <input type="checkbox"/> Form filed by More than One Reporting Person	
(Last)		(Middle)		3. Date of Earliest Transaction (Month/Day/Year)		4. If Amendment, Date Original Filed (Month/Day/Year)	
				2003-06-02			
(Street)							
(City)		(State)		(Zip)			
1. Title of Security		2. Transaction Date (Month/Day/Year)	2A. Deemed Execution Date, if any (Month/Day/Year)	3. Transaction Code	4. Securities Acquired (A) or Disposed of (D)	5. Amount of Securities Beneficially Owned Following Reported Transaction(s)	6. Ownership Form: Direct (D) or Indirect (I)
Common Stock	2003-06-02			S(1)	6600 D \$16.7482	12964	D
Common Stock	2003-06-02			S(2)	2500 D \$16.7256	0	I
Common Stock	2003-06-02			S(3)	2500 D \$16.7212	0	I
Common Stock	2003-06-02			S(4)	2500 D \$16.7316	0	I
							7. Nature of Indirect Beneficial Ownership
							By Bradford Irrevocable Trust
							By Sophie Trust
							By Mallory Trust

Table II - Derivative Securities Beneficially Owned (e.g., puts, calls, warrants, options, convertible securities) (e.g., puts, calls, warrants, options, convertible securities)

1. Title of Derivative Security	2. Conversion or Exercise Price of Derivative Security	3. Transaction Date (Month/Day/Year)	3A. Deemed Execution Date, if any (Month/Day/Year)	4. Transaction Code			5. Number of Derivative Securities Acquired (A) or Disposed of (D)		6. Date Exercisable and Expiration Date		7. Title and Amount of Securities Underlying Derivative Security		8. Price of Derivative Security	9. Number of derivative Securities Beneficially Owned Following Reported Transaction(s)	10. Ownership Form of Security: Direct (D) or Indirect (I)	11. Nature of Indirect or Beneficial Ownership
				Code	V	(A) (D)			Date Exercisable	Expiration Date	Title	Amount or Number of Shares				
Common Stock (Right to Buy)	7.062	2003-06-02		X				6600	1999-02-10 <sup>(5)</sup>	2008-02-10	Common Stock	6600	\$7.062	212700	D <sup>(9)</sup>	Case 1:05-cv-11165-WGY Document 24-8 Filed 10/02/2005 Page 66 of 77
Common Stock (Right to Buy)	7.062	2003-06-02		X				2500	1999-02-10 <sup>(6)</sup>	2008-02-10	Common Stock	2500	\$7.062	47800	I	By Bradford Irrevocable Trust
Common Stock (Right to Buy)	7.062	2003-06-02		X				2500	1999-02-10 <sup>(7)</sup>	2008-02-10	Common Stock	2500	\$7.062	47800	I	By Sophie Trust
Common Stock (Right to Buy)	7.062	2003-06-02		X				2500	1999-02-10 <sup>(8)</sup>	2008-02-10	Common Stock	2500	\$7.062	47800	I	By Mallory Trust

## Reporting Owners

Reporting Owner Name / Address	Relationships		
	Director	10% Owner	Officer Other

SNOWDEN EDWARD H			President & CEO
------------------	--	--	-----------------

## Signatures

*Edward H. Snowden* 6-3-03

## Explanation of Responses:

- (\*) If the form is filed by more than one reporting person, *see* Instruction 5(b)(v).
- (\*\*) Intentional misstatements or omissions of facts constitute Federal Criminal Violations. *See* 18 U.S.C. 1001 and 15 U.S.C. 78ff(a).
- (1) Pursuant to a 10b5-1 Plan.
  - (2) Pursuant to a 10b5-1 Plan.
  - (3) Pursuant to a 10b5-1 Plan.
  - (4) Pursuant to a 10b5-1 Plan.
  - (5) Exercisable in five equal installments commencing on the anniversary of the date of grant. First vest date is 2/10/1999.
  - (6) Exercisable in five equal installments commencing on the anniversary of the date of grant. First vest date is 2/10/1999.
  - (7) Exercisable in five equal installments commencing on the anniversary of the date of grant. First vest date is 2/10/1999.
  - (8) Exercisable in five equal installments commencing on the anniversary of the date of grant. First vest date is 2/10/1999.
  - (9) In addition, 143,400 are held indirectly by (a)47,800 by the Bradford Irrevocable Trust, (b)47,800 by the Sophia Trust, (c)47,800 by the Mallory Trust, f/o/b the children of the reporting person.

Note: File three copies of this Form, one of which must be manually signed. If space is insufficient, *See* Instruction 6 for procedure.

Potential persons who are to respond to the collection of information contained in this form are not required to respond unless the form displays a currently valid OMB number.



From: EDGAR.POSTMASTER@sec.gov  
Sent: Tuesday, June 03, 2003 2:21 PM  
To: secnotices@sendd.com; lapony@bcgi.net  
Subject: ACCEPTED FORM TYPE 4 (0001181431-03-009789)

THE FOLLOWING SUBMISSION HAS BEEN ACCEPTED BY THE U.S. SECURITIES AND EXCHANGE COMMISSION.

COMPANY: BOSTON COMMUNICATIONS GROUP INC  
FORM TYPE: 4 NUMBER OF DOCUMENTS: 1  
RECEIVED DATE: 03-Jun-2003 18:21 ACCEPTED DATE: 03-Jun-2003 18:21  
FILING DATE: 04-Jun-2003 08:00  
TEST FILING: NO CONFIRMING COPY: NO

ACCESSION NUMBER: 0001181431-03-009789

FILE NUMBER(S):  
1. 000-28432

THE PASSWORD FOR LOGIN CIK 0001181431 WILL EXPIRE 20-Aug-2003 13:03.

PLEASE REFER TO THE ACCESSION NUMBER LISTED ABOVE FOR FUTURE INQUIRIES.

REPORTING OWNER(S):

1. CIK: 0001200471  
OWNER: SNOWDEN EDWARD H  
FORM TYPE: 4  
FILE NUMBER(S):  
1. 000-28432

ISSUER:

2. CIK: 0001012887  
COMPANY: BOSTON COMMUNICATIONS GROUP INC

----- NOTICE -----

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The EDGAR system is available to receive and process filings from 8:00 a.m. to 10:00 p.m. Eastern Time on business days. Filer Support staff members are available to respond to requests for assistance from 7:00 a.m. to 7:00 p.m. Eastern Time.

We strongly encourage you to visit the Filing Website at <https://www.edgarfiling.sec.gov>. You can download our current version of the EDGARLink/Windows software and templates, the Filer Manual, receive on-line help, and access Frequently Asked Questions.

## SEC Form 4

FORM 4		UNITED STATES SECURITIES AND EXCHANGE COMMISSION Washington, D.C. 20549		OMB APPROVAL	
<p>[ ] Check this box if no longer subject to Section 16. Form 4 or Form 5 obligations may continue. See Instruction 1(b).</p>		<p><b>STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP</b></p> <p>Filed pursuant to Section 16(a) of the Securities Exchange Act of 1934, Section 17(a) of the Public Utility Holding Company Act of 1935 or Section 30(h) of the Investment Company Act of 1940</p>		<p>OMB Number: 3235-0287 Expires: January 31, 2005 Estimated average burden hours per response: . . . . 0.5</p>	
<p>1. Name and Address of Reporting Person*</p> <p>Snowden, Edward</p> <p>(Last) (First) (Middle)</p> <p>100 Sylvan Road Suite 100</p> <p>Woburn, MA 01801</p> <p>(City) (State) (Zip)</p>		<p>2. Issuer Name and Ticker or Trading Symbol</p> <p>Boston Communications Group begi</p>		<p>4. Statement for (Month/Day/Year)</p> <p>05/01/2003</p>	
<p>3. I.R.S. Identification Number of Reporting Person, if an entity (voluntary)</p>		<p>5. If Amendment, Date of Original (Month/Day/Year)</p>		<p>6. Relationship of Reporting Person(s) to Issuer (Check all applicable)</p> <p>Director 10% Owner Other (specify below)</p> <p><input checked="" type="checkbox"/> Officer (give title below) <input type="checkbox"/> President &amp; CEO</p> <p>Description 7. Individual or Joint/Group Filing (Check Applicable Line)</p> <p><input checked="" type="checkbox"/> Form filed by One Reporting Person <input type="checkbox"/> Form filed by More than One Reporting Person</p>	

Table I - Non-Derivative Securities Acquired, Disposed of, or Beneficially Owned

1. Title of Security (Instr. 3)	2. Transaction Date (Month/Day/Year)	2A. Deemed Execution Date, if any (Month/Day/Year)	3. Transaction Code (Instr. 8)	4. Securities Acquired (A) or Disposed Of (D) (Instr. 3, 4, and 5)		5. Amount of Securities Beneficially Owned Following Reported Transaction (s)	6. Ownership Form: Direct (D) or Indirect (I) (Instr. 4)	7. Nature of Indirect Beneficial Ownership (Instr. 4)
				Amount	A/D			
Common Stock	05/01/2003		S*	6,600	D	12,964	D	
Common Stock	05/01/2003		S*	2,500	D	12,964	D	I (a)
Common Stock	05/01/2003		S*	2,500	D	12,964	D	I (b)
Common Stock	05/01/2003		S*	2,500	D	12,964	D	I (c)

Table II - Derivative Securities Acquired, Disposed of, or Beneficially Owned (e.g., puts, calls, warrants, options, convertible securities)

1. Title of	2. Conver-	3.	3A.	4.	5. Number of	6. Date Exercisable(DE)	7. Title and Amount of	8. Price	9. Number of	10.	11. Nature of

Derivative Security (Instr. 3)	Transaction Date (Month/Day/Year)	Deemed Execution Date, if any (Month/Day/Year)	Transaction Code (Instr. 8)		Derivative Securities Acquired (A) or Disposed Of (D) (Instr. 3, 4 and 5)		Expiration Date (ED) (Month/Day/Year)		Underlying Securities (Instr. 3 and 4)		of Derivative Security (Instr. 5)	Derivative Securities Beneficially Owned Following Reported Transaction(s) (Instr. 4)	Ownership Form of Derivative Securities: Direct (D) or Indirect (I) (Instr. 4)	Indirect Beneficial Ownership (Instr. 4)
Common Stock (Right to Buy)	05/01/2003		X			6,600	(1)	2/10/08	Common Stock	6,600	\$7,062	219,300**	D	
Common Stock (Right to Buy)	05/01/2003		X			2,500	(1)	2/10/08	Common Stock	2,500	\$7,062	50,300	I	(a)
Common Stock (Right to Buy)	05/01/2003		X			2,500	(1)	2/10/08	Common Stock	2,500	\$7,062	50,300	I	(b)
Common Stock (Right to Buy)	05/01/2003		X			2,500	(1)	2/10/08	Common Stock	2,500	\$7,062	50,300	I	(c)

## Explanation of Responses:

\* Pursuant to a 10b5-1 plan.

\*\* In addition, 150,900 are held indirectly by (a) 50,300 by the Bradford Irrevocable Trust, (b) 50,300 by The Sophia Trust, (c) 50,300 by The Mallory Trust, f/o/b the children of the reporting person.

(1) Exercisable in five equal installments commencing on the anniversary of the date of grant.

By: *Edward H. Swenden*/s/ *By: [Signature]*

\*\* Signature of Reporting Person

Date: 5/2/03

SEC 1474 (9-02)

Reminder: Report on a separate line for each class of securities beneficially owned directly or indirectly.

\* If the form is filed by more than one reporting person, see Instruction 4(b)(v).

\*\* Intentional misstatements or omissions of facts constitute Federal Criminal Violations See 18 U.S.C. 1001 and 15

U.S.C. 78ff(a).  
 Note: File three copies of this Form, one of which must be manually signed. If space is insufficient, see Instruction 6 for procedure.  
 Potential persons who are to respond to the collection of information contained in this form are not required to respond unless the form displays a currently valid OMB Number.

### Additional Information Reported For This Form

Name and Address of Reporting Person * Snowden, Edward			Issuer Name and Ticker or Trading Symbol Boston Communications Group begi	Statement for (Month/Day/Year) 05/01/2003
100 Sylvan Road Suite 100	(Last) (First) (Middle)	(Street) (City) (State) (Zip)		

Signed by Alan Bouffard under Power of Attorney dated August 31, 2002.

Leslie Apony

From: EDGAR.POSTMASTER@sec.gov  
Sent: Friday, May 02, 2003 7:46 AM  
To: secnotices@sendd.com; lapony@bcgi.net  
Subject: ACCEPTED FORM TYPE 4 (0001181431-03-006727)

THE FOLLOWING SUBMISSION HAS BEEN ACCEPTED BY THE U.S. SECURITIES AND EXCHANGE COMMISSION.

COMPANY: BOSTON COMMUNICATIONS GROUP INC  
FORM TYPE: 4 NUMBER OF DOCUMENTS: 1  
RECEIVED DATE: 02-May-2003 11:44 ACCEPTED DATE: 02-May-2003 11:45  
FILING DATE: 02-May-2003 11:44  
TEST FILING: NO CONFIRMING COPY: NO

ACCESSION NUMBER: 0001181431-03-006727

FILE NUMBER(S):  
1. 000-28432

THE PASSWORD FOR LOGIN CIK 0001181431 WILL EXPIRE 20-Aug-2003 13:03.

PLEASE REFER TO THE ACCESSION NUMBER LISTED ABOVE FOR FUTURE INQUIRIES.

SUBJECT COMPANY(S):

1. CIK: 0001012887  
COMPANY: BOSTON COMMUNICATIONS GROUP INC  
FORM TYPE: 4  
FILE NUMBER(S):  
1. 000-28432

FILED BY:

2. CIK: 0001200471  
FILER: SNOWDEN EDWARD H

----- NOTICE -----

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We strongly encourage you to visit the Filing Website at <https://www.edgarfiling.sec.gov>. You can download our current version of the EDGARLink/Windows software and templates, the Filer Manual, receive on-line help, and access Frequently Asked Questions.



## SEC Form 4

**FORM 4**

☐ Check this box if no longer subject to Section 16. Form 4 or Form 5 obligations may continue. See Instruction 1(b).

**UNITED STATES SECURITIES AND EXCHANGE COMMISSION**

Washington, D.C. 20549

**STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP**

Filed pursuant to Section 16(a) of the Securities Exchange Act of 1934, Section 17(a) of the Public Utility Holding Company Act of 1935 or Section 30(h) of the Investment Company Act of 1940

<b>OMB APPROVAL</b>  OMB Number: 3235-0287 Expires: January 31, 2005 Estimated average burden hours per response: . . . . . 0.5	
<b>1. Name and Address of Reporting Person*</b> Snowden, Edward (Last) (First) (Middle) 100 Sylvan Road Suite 100 Woburn, MA 01801 (City) (State) (Zip)	<b>2. Issuer Name and Ticker or Trading Symbol</b> Boston Communications Group bcgi <b>3. I.R.S. Identification Number of Reporting Person, if an entity (voluntary)</b>
<b>4. Statement for (Month/Day/Year)</b> 04/21/2003 <b>5. If Amendment, Date of Original (Month/Day/Year)</b>	<b>6. Relationship of Reporting Person(s) to Issuer (Check all applicable)</b> Director <input type="checkbox"/> 10% Owner <input type="checkbox"/> <input checked="" type="checkbox"/> Officer (give title below) <input type="checkbox"/> Other (specify below) Description <b>President &amp; CEO</b> <b>7. Individual or Joint/Group Filing (Check Applicable Line)</b> <input checked="" type="checkbox"/> Form filed by One Reporting Person <input type="checkbox"/> Form filed by More than One Reporting Person

**Table I - Non-Derivative Securities Acquired, Disposed of, or Beneficially Owned**

1. Title of Security (Instr. 3)	2. Transaction Date (Month/Day/Year)	2A. Deemed Execution Date, if any (Month/Day/Year)	3. Transaction Code (Instr. 8)	4. Securities Acquired (A) or Disposed Of (D) (Instr. 3, 4, and 5)		5. Amount of Securities Beneficially Owned Following Reported Transaction (s)	6. Ownership Form: Direct (D) or Indirect (I)	7. Nature of Indirect Beneficial Ownership (Instr. 4)
				Code	V	Amount	Price	
Common Stock	04/21/2003		S*			2,200	\$20.00	D
Common Stock	04/21/2003		S*			800	\$20.00	D
Common Stock	04/21/2003		S*			800	\$20.00	D
Common Stock	04/21/2003		S*			800	\$20.00	D

**Table II - Derivative Securities Acquired, Disposed of, or Beneficially Owned (e.g., puts, calls, warrants, options, convertible securities)**

1. Title of	2. Converter-	3.	3A.	4.	5. Number of	6. Date Exercisable(DE)	7. Title and Amount of	8. Price	9. Number of	10.	11. Nature of
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Derivative Security (Instr. 3)	Transaction Date (Month/Day/Year)	Deemed Execution Date, if any (Month/Day/Year)	Transaction Code (Instr. 8)		Derivative Securities Acquired (A) or Disposed Of (D) (Instr. 3, 4 and 5)		Expiration Date (ED) (Month/Day/Year)		Underlying Securities (Instr. 3 and 4)		of Derivative Security (Instr. 5)	Derivative Securities Beneficially Owned Following Reported Transaction (s) (Instr. 4)	Ownership Form of Derivative Securities: Direct (D) or Indirect (I) (Instr. 4)	Indirect Beneficial Ownership (Instr. 4)
Common Stock (Right to Buy)	04/21/2003		X			2,200	(1)	2/10/08	Common Stock	2,200	\$7.062	225,900**	D	
Common Stock (Right to Buy)	04/21/2003		X			800	(1)	2/10/08	Common Stock	800	\$7.062	52,800	I	(a)
Common Stock (Right to Buy)	04/21/2003		X			800	(1)	2/10/08	Common Stock	800	\$7.062	52,800	I	(b)
Common Stock (Right to Buy)	04/21/2003		X			800	(1)	2/10/08	Common Stock	800	\$7.062	52,800	I	(c)

## Explanation of Responses:

\* Pursuant to a 10b5-1 plan.

\*\* In addition, 158,400 are held indirectly by (a) 52,800 by the Bradford Irrevocable Trust, (b) 52,800 by The Sophia Trust, (c) 52,800 by The Mallory Trust, f/o/b the children of the reporting person.

(1) Exercisable in five equal installments commencing on the anniversary of the date of grant.

By: Edward H. Swensen

/s/ By: [Signature]

\*\* Signature of Reporting Person

Date: 4/22/03

SEC 1474 (9-02)

Reminder: Report on a separate line for each class of securities beneficially owned directly or indirectly.

\* If the form is filed by more than one reporting person, see Instruction 4(b)(v).

\*\* Intentional misstatements or omissions of facts constitute Federal Criminal Violations See 18 U.S.C. 1001 and 15

U.S.C. 78ff(a).  
 Note: File three copies of this Form, one of which must be manually signed. If space is insufficient, see Instruction 6 for procedure.  
 Potential persons who are to respond to the collection of information contained in this form are not required to respond unless the form displays a currently valid OMB Number.

### Additional Information Reported For This Form

Name and Address of Reporting Person <b>Snowden, Edward</b>			Issuer Name and Ticker or Trading Symbol <b>Boston Communications Group bcgi</b>	Statement for (Month/Day/Year) <b>04/21/2003</b>
(Last) <b>100 Sylvan Road Suite 100</b>	(First) <b>Woburn, MA 01801</b>	(Middle) <b>Woburn, MA 01801</b>		

Signed by Alan J. Boufard under Power of Attorney dated August 31, 2002.

Leslie Apony

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From: EDGAR.POSTMASTER@sec.gov  
Sent: Tuesday, April 22, 2003 2:12 PM  
To: secnotices@sendd.com; lapony@bcgi.net  
Subject: ACCEPTED FORM TYPE 4 (0001181431-03-006034)

THE FOLLOWING SUBMISSION HAS BEEN ACCEPTED BY THE U.S. SECURITIES AND EXCHANGE COMMISSION.

COMPANY: BOSTON COMMUNICATIONS GROUP INC  
FORM TYPE: 4 NUMBER OF DOCUMENTS: 1  
RECEIVED DATE: 22-Apr-2003 18:12 ACCEPTED DATE: 22-Apr-2003 18:12  
FILING DATE: 23-Apr-2003 08:00  
TEST FILING: NO CONFIRMING COPY: NO

ACCESSION NUMBER: 0001181431-03-006034

FILE NUMBER(S):  
1. 000-28432

THE PASSWORD FOR LOGIN CIK 0001181431 WILL EXPIRE 20-Aug-2003 13:03.

PLEASE REFER TO THE ACCESSION NUMBER LISTED ABOVE FOR FUTURE INQUIRIES.

SUBJECT COMPANY(S):

1. CIK: 0001012887  
COMPANY: BOSTON COMMUNICATIONS GROUP INC  
FORM TYPE: 4  
FILE NUMBER(S):  
1. 000-28432

FILED BY:

2. CIK: 0001200471  
FILER: SNOWDEN EDWARD H

----- NOTICE -----

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SEC Form 4

**FORM 4**

[ ] Check this box if no longer subject to Section 16. Form 4 or Form 5 obligations may continue. See Instruction 1(b).

**UNITED STATES SECURITIES AND EXCHANGE COMMISSION**

Washington, D.C. 20549

**STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP**

Filed pursuant to Section 16(a) of the Securities Exchange Act of 1934, Section 17(a) of the Public Utility Holding Company Act of 1935 or Section 30(f) of the Investment Company Act of 1940

<b>OMB APPROVAL</b>  OMB Number: 3235-0287 Expires: January 31, 2005 Estimated average burden hours per response: . . . . . 0.5		<b>6. Relationship of Reporting Person(s) to Issuer</b> (Check all applicable)  Director <input type="checkbox"/> 10% Owner <input type="checkbox"/> Other (specify below) <input type="checkbox"/> Description <u>President &amp; CEO</u> 7. Individual or Joint/Group Filing (Check Applicable Line) <input checked="" type="checkbox"/> Form filed by One Reporting Person <input type="checkbox"/> Form filed by More than One Reporting Person	
<b>1. Name and Address of Reporting Person*</b> <b>Snowden, Edward</b>  (Last) (First) (Middle) <b>100 Sylvan Road</b> <b>Suite 100</b>  (Street) <b>Woburn, MA 01801</b>  (City) (State) (Zip)		<b>2. Issuer Name and Ticker or Trading Symbol</b> <b>Boston Communications Group</b> <b>bcbi</b>	<b>4. Statement for (Month/Day/Year)</b> <b>04/17/2003</b>  <b>5. If Amendment, Date of Original (Month/Day/Year)</b>

**Table I - Non-Derivative Securities Acquired, Disposed of, or Beneficially Owned**

1. Title of Security (Instr. 3)	2. Transaction Date (Month/Day/Year)	2A. Deemed Execution Date, if any (Month/Day/Year)	3. Transaction Code (Instr. 8)	4. Securities Acquired (A) or Disposed Of (D) (Instr. 3, 4, and 5)		5. Amount of Securities Beneficially Owned Following Reported Transaction(s) (Instr. 3 and 4)	6. Ownership Form: Direct (D) or Indirect (I) (Instr. 4)	7. Nature of Indirect Ownership (Instr. 4)
				Code	V			
Common Stock	04/17/2003		S*			2,200	D	
Common Stock	04/17/2003		S*			800	D	I (a)
Common Stock	04/17/2003		S*			800	D	I (b)
Common Stock	04/17/2003		S*			800	D	I (c)

**Table II - Derivative Securities Acquired, Disposed of, or Beneficially Owned (e.g., puts, calls, warrants, options, convertible securities)**

1. Title of	2. Conver-	3.	3A.	4.	5. Number of	6. Date Exercisable (DE)	7. Title and Amount of	8. Price	9. Number of	10.	11. Nature of
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# **Exhibit 28 – Part 2**

Derivative Security (Instr. 3)	Transaction Date (Month/Day/Year)	Deemed Execution Date, if any (Month/Day/Year)	Transaction Code (Instr. 8)		Derivative Securities Acquired (A) or Disposed Of (D) (Instr. 3, 4 and 5)		Expiration Date (ED) (Month/Day/Year)		Underlying Securities (Instr. 3 and 4)		of Derivative Security (Instr. 5)	Derivative Securities Beneficially Owned Following Reported Transaction (s) (Instr. 4)	Ownership Form of Derivative Securities: Direct (D) or Indirect (I) (Instr. 4)	Indirect Beneficial Ownership (Instr. 4)
			Code	V	A	D	DE	ED	Title	Amount or Number of Shares				
Common Stock (Right to Buy)	04/17/2003		X			2,200	(1)	2/10/08	Common Stock	2,200	\$7.062	228,100**	D	
Common Stock (Right to Buy)	04/17/2003		X			800	(1)	2/10/08	Common Stock	800	\$7.062	53,600	I	(a)
Common Stock (Right to Buy)	04/17/2003		X			800	(1)	2/10/08	Common Stock	800	\$7.062	53,600	I	(b)
Common Stock (Right to Buy)	04/17/2003		X			800	(1)	2/10/08	Common Stock	800	\$7.062	53,600	I	(c)

## Explanation of Responses:

\* Pursuant to a 10b5-1 plan.

\*\* In addition, 160,800 are held indirectly by (a) 53,600 by the Bradford Irrevocable Trust, (b) 53,600 by The Sophia Trust, (c) 53,600 by The Mallory Trust, f/o/b the children of the reporting person.

(1) Exercisable in five equal installments commencing on the anniversary of the date of grant.

By:

/s/ Edward J. Second

Date:

4-21-03

SEC 1474 (9-02)  
Signature of Reporting Person

Reminder: Report on a separate line for each class of securities beneficially owned directly or indirectly.

\* If the form is filed by more than one reporting person, see Instruction 4(b)(v).

\*\* Intentional misstatements or omissions of facts constitute Federal Criminal Violations See 18 U.S.C. 1001 and 15

U.S.C. 78ff(a).  
Note: File three copies of this Form, one of which must be manually signed. If space is insufficient, see Instruction 6 for procedure.  
Potential persons who are to respond to the collection of information contained in this form are not required to respond unless the form displays a currently valid OMB Number.

Leslie Apony

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From: EDGAR.POSTMASTER@sec.gov  
Sent: Monday, April 21, 2003 8:52 AM  
To: secnotices@sendd.com; lapony@bcgi.net  
Subject: ACCEPTED FORM TYPE 4 (0001181431-03-005934)

THE FOLLOWING SUBMISSION HAS BEEN ACCEPTED BY THE U.S. SECURITIES AND EXCHANGE COMMISSION.

COMPANY: BOSTON COMMUNICATIONS GROUP INC  
FORM TYPE: 4 NUMBER OF DOCUMENTS: 1  
RECEIVED DATE: 21-Apr-2003 12:52 ACCEPTED DATE: 21-Apr-2003 12:52  
FILING DATE: 21-Apr-2003 12:52  
TEST FILING: NO CONFIRMING COPY: NO

ACCESSION NUMBER: 0001181431-03-005934

FILE NUMBER(S):  
1. 000-28432

THE PASSWORD FOR LOGIN CIK 0001181431 WILL EXPIRE 20-Aug-2003 13:03.

PLEASE REFER TO THE ACCESSION NUMBER LISTED ABOVE FOR FUTURE INQUIRIES.

SUBJECT COMPANY(S):

1. CIK: 0001012887  
COMPANY: BOSTON COMMUNICATIONS GROUP INC  
FORM TYPE: 4  
FILE NUMBER(S):  
1. 000-28432

FILED BY:

2. CIK: 0001200471  
FILER: SNOWDEN EDWARD H

----- NOTICE -----

URGENT: Verify that all of your addresses on the EDGAR database are correct. An incorrect address in the EDGAR Accounting Contact Name and Address information may result in your fee Account Activity Statement being returned to the SEC as undeliverable. Please correct outdated addresses via the EDGAR filing website.

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We strongly encourage you to visit the Filing Website at <https://www.edgarfiling.sec.gov>. You can download our current version of the EDGARLink/Windows software and templates, the Filer Manual, receive on-line help, and access Frequently Asked Questions.

## SEC Form 4

**FORM 4**

[ ] Check this box if no longer subject to Section 16. Form 4 or Form 5 obligations may continue. See Instruction 1(b).

**UNITED STATES SECURITIES AND EXCHANGE COMMISSION**

Washington, D.C. 20549

**STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP**

Filed pursuant to Section 16(a) of the Securities Exchange Act of 1934, Section 17(a) of the Public Utility Holding Company Act of 1935 or Section 30(h) of the Investment Company Act of 1940

OMB APPROVAL

OMB Number: 3235-0287  
Expires: January 31, 2005  
Estimated average burden hours per response: . . . . . 0.5

1. Name and Address of Reporting Person* <b>Snowden, Edward</b>		2. Issuer Name and Ticker or Trading Symbol <b>Boston Communications Group bcgi</b>		4. Statement for (Month/Day/Year) <b>04/02/2003</b>		6. Relationship of Reporting Person(s) to Issuer (Check all applicable)  Director <input type="checkbox"/> 10% Owner <input type="checkbox"/> <input checked="" type="checkbox"/> Officer (give title below) <u>President &amp; CEO</u> Description <u>President &amp; CEO</u> 7. Individual or Joint/Group Filing (Check Applicable Line) <input checked="" type="checkbox"/> Form filed by One Reporting Person <input type="checkbox"/> Form filed by More than One Reporting Person	
(Last) <b>100 Sylvan Road Suite 100</b>	(First) <b>Woburn, MA 01801</b>	(Middle) <b>(City)</b>	3. I.R.S. Identification Number of Reporting Person, if an entity (voluntary)  <b>(State)</b>		5. If Amendment, Date of Original (Month/Day/Year)		(Zip) <b>(Zip)</b>

**Table I - Non-Derivative Securities Acquired, Disposed of, or Beneficially Owned**

1. Title of Security (Instr. 3)	2. Transaction Date (Month/Day/Year)	2A. Deemed Execution Date, if any (Month/Day/Year)	3. Transaction Code (Instr. 8)	4. Securities Acquired (A) or Disposed Of (D) (Instr. 3, 4, and 5)		5. Amount of Securities Beneficially Owned Following Reported Transaction (s)	6. Ownership Form: Direct (D) or Indirect (I)	7. Nature of Indirect Beneficial Ownership (Instr. 4)
				Code	Amount			
Common Stock	04/02/2003		S*	V	1,100	12,964	D	
Common Stock	04/02/2003		S*	D	400	12,964	D	I (a)
Common Stock	04/02/2003		S*	D	400	12,964	D	I (b)
Common Stock	04/02/2003		S*	D	400	12,964	D	I (c)

**Table II - Derivative Securities Acquired, Disposed of, or Beneficially Owned (e.g., puts, calls, warrants, options, convertible securities)**

1. Title of	2. Conver-	3.	3A.	4.	5. Number of	6. Date Exercisable(DE)	7. Title and Amount of	8. Price	9. Number of	10.	11. Nature of
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Derivative Security (Instr. 3)	Exercise Price of Derivative Security	Transaction Date (Month/Day/Year)	Deemed Execution Date, if any (Month/Day/Year)	Transaction Code (Instr. 8)		Derivative Securities Acquired (A) or Disposed Of (D) (Instr. 3, 4 and 5)	and Expiration Date(ED) (Month/Day/Year)		Underlying Securities (Instr. 3 and 4)		of Derivative Security (Instr. 5)	Derivative Securities Beneficially Owned Following Reported Transaction (s) (Instr. 4)	Ownership Form of Derivative Securities: Direct (D) or Indirect (I) (Instr. 4)	Indirect Beneficial Ownership (Instr. 4)
Common Stock (Right to Buy)	\$7.0620	04/02/2003		X	V	A	D	ED	Title	Amount or Number of Shares	\$7.062	230,300**	D	
Common Stock (Right to Buy)	\$7.0620	04/02/2003		X			400	(1)	Common Stock	400	\$7.062	54,400	I	(a)
Common Stock (Right to Buy)	\$7.0620	04/02/2003		X			400	(1)	Common Stock	400	\$7.062	54,400	I	(b)
Common Stock (Right to Buy)	\$7.0620	04/02/2003		X			400	(1)	Common Stock	400	\$7.062	54,400	I	(c)

## Explanation of Responses:

\* Pursuant to a 10b5-1 plan.

\*\* In addition, 163,200 are held indirectly by (a)54,400 by the Bradford Irrevocable Trust,(b)54,400 by The Sophia Trust, (c)54,400 by The Mallory Trust, f/o/b the children of the reporting person.

(1) Exercisable in five equal installments commencing on the anniversary of the date of grant.

By:

/s/



Date:

April 2, 2003

\*\* Signature of Reporting Person

SEC 1474 (9-02)

Reminder. Report on a separate line for each class of securities beneficially owned directly or indirectly.

\* If the form is filed by more than one reporting person, see Instruction 4(b)(v).

\*\* Intentional misstatements or omissions of facts constitute Federal Criminal Violations See 18 U.S.C. 1001 and 15

U.S.C. 78ff(a).

Note: File three copies of this Form, one of which must be manually signed. If space is insufficient, see Instruction 6 for procedure.

Potential persons who are to respond to the collection of information contained in this form are not required to respond unless the form displays a currently valid OMB Number.

Leslie Apony

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From: EDGAR.POSTMASTER@sec.gov  
Sent: Wednesday, April 02, 2003 9:21 AM  
To: secnotices@sendd.com; lapony@bcgi.net  
Subject: ACCEPTED FORM TYPE 4 (0001181431-03-005202)

THE FOLLOWING SUBMISSION HAS BEEN ACCEPTED BY THE U.S. SECURITIES AND EXCHANGE COMMISSION.

COMPANY: BOSTON COMMUNICATIONS GROUP INC  
FORM TYPE: 4 NUMBER OF DOCUMENTS: 1  
RECEIVED DATE: 02-Apr-2003 14:20 ACCEPTED DATE: 02-Apr-2003 14:21  
FILING DATE: 02-Apr-2003 14:20  
TEST FILING: NO CONFIRMING COPY: NO

ACCESSION NUMBER: 0001181431-03-005202

FILE NUMBER(S):  
1. 000-28432

THE PASSWORD FOR LOGIN CIK 0001181431 WILL EXPIRE 20-Aug-2003 13:03.

PLEASE REFER TO THE ACCESSION NUMBER LISTED ABOVE FOR FUTURE INQUIRIES.

SUBJECT COMPANY(S):

1. CIK: 0001012887  
COMPANY: BOSTON COMMUNICATIONS GROUP INC  
FORM TYPE: 4  
FILE NUMBER(S):  
1. 000-28432

FILED BY:

2. CIK: 0001200471  
FILER: SNOWDEN EDWARD H

----- NOTICE -----

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We strongly encourage you to visit the Filing Website at <https://www.edgarfiling.sec.gov>. You can download our current version of the EDGARLink/Windows software and templates, the Filer Manual, receive on-line help, and access Frequently Asked Questions.

SEC Form 4

<b>FORM 4</b>		<b>UNITED STATES SECURITIES AND EXCHANGE COMMISSION</b> Washington, D.C. 20549		<b>OMB APPROVAL</b>	
<p>[ ] Check this box if no longer subject to Section 16. Form 4 or Form 5 obligations may continue. See Instruction 1(b).</p>		<p><b>STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP</b></p> <p>Filed pursuant to Section 16(a) of the Securities Exchange Act of 1934, Section 17(a) of the Public Utility Holding Company Act of 1935 or Section 30(h) of the Investment Company Act of 1940</p>			
<p>1. Name and Address of Reporting Person*</p> <p><b>Snowden, Edward</b></p> <p>(Last) (First) (Middle)</p> <p><b>100 Sylvan Road</b> <b>Suite 100</b></p> <p><b>Woburn, MA 01801</b></p> <p>(City) (State) (Zip)</p>		<p>2. Issuer Name and Ticker or Trading Symbol</p> <p><b>Boston Communications Group</b> <b>bcgi</b></p> <p>3. I.R.S. Identification Number of Reporting Person, if an entity (voluntary)</p>		<p>4. Statement for (Month/Day/Year)</p> <p><b>04/01/2003</b></p> <p>5. If Amendment, Date of Original (Month/Day/Year)</p>	
<p>6. Relationship of Reporting Person(s) to Issuer (Check all applicable)</p> <p>Director <input type="checkbox"/> 10% Owner <input type="checkbox"/> Other (specify below) _____</p> <p>Description <b>President &amp; CEO</b></p> <p>7. Individual or Joint/Group Filing (Check Applicable Line)</p> <p><input checked="" type="checkbox"/> Form filed by One Reporting Person <input type="checkbox"/> Form filed by More than One Reporting Person</p>		<p>OMB Number: 3235-0287 Expires: January 31, 2005 Estimated average burden hours per response... 0.5</p>			

Table I - Non-Derivative Securities Acquired, Disposed of, or Beneficially Owned

1. Title of Security (Instr. 3)	2. Transaction Date (Month/Day/Year)	2A. Deemed Execution Date, if any (Month/Day/Year)	3. Transaction Code (Instr. 8)	4. Securities Acquired (A) or Disposed Of (D) (Instr. 3, 4, and 5)		5. Amount of Securities Beneficially Owned Following Reported Transaction(s) (Instr. 3 and 4)	6. Ownership Form: Direct (D) or Indirect (I) (Instr. 4)	7. Nature of Indirect Beneficial Ownership (Instr. 4)
				Code	V			
Common Stock	04/01/2003		S*			3,300	D	
Common Stock	04/01/2003		S*			1,300	D	I (a)
Common Stock	04/01/2003		S*			1,300	D	I (b)
Common Stock	04/01/2003		S*			1,300	D	I (c)

Table II - Derivative Securities Acquired, Disposed of, or Beneficially Owned (e.g., puts, calls, warrants, options, convertible securities)

1. Title of	2. Conver-	3.	3A	4.	5. Number of	6. Date Exercisable(DE)	7. Title and Amount of	8. Price	9. Number of	10	11. Nature of
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Derivative Security (Instr. 3)	Transaction Date (Month/Day/Year)	Deemed Execution Date, if any (Month/Day/Year)	Transaction Code (Instr. 8)		Derivative Securities Acquired (A) or Disposed Of (D) (Instr. 3, 4 and 5)		and Expiration Date(ED) (Month/Day/Year)		Underlying Securities (Instr. 3 and 4)		of Derivative Security (Instr. 5)	Derivative Securities Beneficially Owned Following Reported Transaction (s) (Instr. 4)	Ownership Form of Derivative Securities: Direct (D) or Indirect (I) (Instr. 4)	Indirect Beneficial Ownership (Instr. 4)
			Code	V	A	D	DE	ED	Title	Amount or Number of Shares				
Common Stock (Right to Buy)	04/01/2003		X			3,300	(1)	2/10/08	Common Stock	3,300	\$7.062	231,400**	D	
Common Stock (Right to Buy)	04/01/2003		X			1,300	(1)	2/10/08	Common Stock	1,300	\$7.062	54,800	I	(a)
Common Stock (Right to Buy)	04/01/2003		X			1,300	(1)	2/10/08	Common Stock	1,300	\$7.062	54,800	I	(b)
Common Stock (Right to Buy)	04/01/2003		X			1,300	(1)	2/10/08	Common Stock	1,300	\$7.062	54,800	I	(c)

## Explanation of Responses:

\* Pursuant to a 10b5-1 plan.

\*\* In addition, 164,400 are held indirectly by (a)54,800 by the Bradford Irrevocable Trust, (b)54,800 by The Sophia Trust, (c)54,800 by The Mallory Trust, f/o/b the children of the reporting person.

(1) Exercisable in five equal installments commencing on the anniversary of the date of grant.

By: 

Date: April 2, 2003

Signature of Reporting Person

SEC 1474 (9-02)

Reminder: Report on a separate line for each class of securities beneficially owned directly or indirectly.

\* If the form is filed by more than one reporting person, see Instruction 4(b)(v).

\*\* Intentional misstatements or omissions of facts constitute Federal Criminal Violations See 18 U.S.C. 1001 and 15



U.S.C. 78ff(a).  
Note: File three copies of this Form, one of which must be manually signed. If space is insufficient, see Instruction 6 for procedure.  
Potential persons who are to respond to the collection of information contained in this form are not required to respond unless the form displays a currently valid OMB Number.

Leslie Apony

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From: EDGAR.POSTMASTER@sec.gov  
Sent: Wednesday, April 02, 2003 9:33 AM  
To: secnotices@sendd.com; lapony@bcgi.net  
Subject: ACCEPTED FORM TYPE 4 (0001181431-03-005207)

THE FOLLOWING SUBMISSION HAS BEEN ACCEPTED BY THE U.S. SECURITIES AND EXCHANGE COMMISSION.

COMPANY: BOSTON COMMUNICATIONS GROUP INC  
FORM TYPE: 4 NUMBER OF DOCUMENTS: 1  
RECEIVED DATE: 02-Apr-2003 14:32 ACCEPTED DATE: 02-Apr-2003 14:33  
FILING DATE: 02-Apr-2003 14:32  
TEST FILING: NO CONFIRMING COPY: NO

ACCESSION NUMBER: 0001181431-03-005207

FILE NUMBER(S):

1. 000-28432

THE PASSWORD FOR LOGIN CIK 0001181431 WILL EXPIRE 20-Aug-2003 13:03.

PLEASE REFER TO THE ACCESSION NUMBER LISTED ABOVE FOR FUTURE INQUIRIES.

SUBJECT COMPANY(S):

1. CIK: 0001012887  
COMPANY: BOSTON COMMUNICATIONS GROUP INC  
FORM TYPE: 4  
FILE NUMBER(S):  
1. 000-28432

FILED BY:

2. CIK: 0001200471  
FILER: SNOWDEN EDWARD H

----- NOTICE -----

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SEC Form 4

**FORM 4**

[ ] Check this box if no longer subject to Section 16. Form 4 or Form 5 obligations may continue. See instruction 1(b).

**UNITED STATES SECURITIES AND EXCHANGE COMMISSION**

Washington, D.C. 20549

**STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP**

Filed pursuant to Section 16(a) of the Securities Exchange Act of 1934, Section 17(e) of the Public Utility Holding Company Act of 1935 or Section 30(h) of the Investment Company Act of 1940

OMB APPROVAL

OMB Number: 3235-0287  
Expires: January 31, 2005  
Estimated average burden hours per response: . . . . . 0.5

1. Name and Address of Reporting Person <b>Snowden, Edward</b>		2. Issuer Name and Ticker or Trading Symbol <b>Boston Communications Group bcgi</b>	4. Statement for (Month/Day/Year) <b>03/20/2003</b>	6. Relationship of Reporting Person(s) to Issuer (Check all applicable) <input checked="" type="checkbox"/> Director <input checked="" type="checkbox"/> 10% Owner <input checked="" type="checkbox"/> Officer (give title below) Other (specify below)
(Last) <b>100 Sylvan Road Suite 100</b>	(First) <b></b>	(Middle) <b></b>	3. I.R.S. Identification Number of Reporting Person, if an entity (voluntary) <b></b>	7. Individual or Joint/Group Filing (Check Applicable Line) <input checked="" type="checkbox"/> Form filed by One Reporting Person <input type="checkbox"/> Form filed by More than One Reporting Person
(City) <b>Woburn, MA 01801</b>	(State) <b></b>	(Zip) <b></b>	5. If Amendment, Date of Original (Month/Day/Year) <b></b>	Description <b>President &amp; CEO</b>

**Table I - Non-Derivative Securities Acquired, Disposed of, or Beneficially Owned**

1. Title of Security (Instr. 3)	2. Transaction Date (Month/Day/Year)	2A. Deemed Execution Date, if any (Month/Day/Year)	3. Transaction Code (Instr. 8)	4. Securities Acquired (A) or Disposed Of (D) (Instr. 3, 4, and 5)	5. Amount of Securities Beneficially Owned Following Reported Transaction (s) (Instr. 3 and 4)	6. Owner-ship Form: Direct (D) or Indirect (I) (Instr. 4)	7. Nature of Indirect Beneficial Ownership (Instr. 4)
Common Stock	03/20/2003		S*	1,100	12,964	D	
Common Stock	03/20/2003		S*	400	12,964	D	I (a)
Common Stock	03/20/2003		S*	400	12,964	D	I (b)
Common Stock	03/20/2003		S*	400	12,964	D	I (c)

**Table II - Derivative Securities Acquired, Disposed of, or Beneficially Owned**  
(e.g., puts, calls, warrants, options, convertible securities)

1. Title of	2. Convert-	3.	3A.	4.	5. Number of	6. Date Exercisable (DE)	7. Title and Amount of	8. Price	9. Number of	10.	11. Nature of
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Derivative Security (Instr. 3)	sion or Exercise Price of Derivative Security	Transaction Date (Month/Day/Year)	Deemed Execution Date, if any (Month/Day/Year)	Transaction Code (Instr. 8)	Derivative Securities Acquired (A) or Disposed Of (D) (Instr. 3, 4 and 5)	and Expiration Date(ED) (Month/Day/Year)		Underlying Securities (Instr. 3 and 4)		of Derivative Security (Instr. 5)	Derivative Securities Beneficially Owned Following Reported Transaction (s) (Instr. 4)	Owner-ship Form of Derivative Securities: Direct (D) or Indirect (I) (Instr. 4)	Indirect Beneficial Ownership (Instr. 4)	
Stock Option	\$7.0620	03/20/2003		X	A	D	DE	ED	Title	Amount or Number of Shares	\$7.062	234,700**	D	
Stock Option	\$7.0620	03/20/2003		X		400	(1)	2/10/08	Common Stock	400	\$7.062	56,100	I	(a)
Stock Option	\$7.0620	03/20/2003		X		400	(1)	2/10/08	Common Stock	400	\$7.062	56,100	I	(b)
Stock Option	\$7.0620	03/20/2003		X		400	(1)	2/10/08	Common Stock	400	\$7.062	56,100	I	(c)

## Explanation of Responses:

\* Pursuant to a 10b5-1 plan.

\*\* In addition, 168,300 are held indirectly by (a)56,100 by the Bradford Irrevocable Trust,(b)56,100 by The Sophia Trust, (c)56,100 by The Mallory Trust, f/c/b the children of the reporting person.

(1) Exercisable in five equal installments commencing on the anniversary of the date of grant.

By: Edward H. Snowden/s/ Edward H. Snowden

\*\* Signature of Reporting Person

Date: 3/21/03

SEC 1474 (9-02)

Reminder: Report on a separate line for each class of securities beneficially owned directly or indirectly.

\* If the form is filed by more than one reporting person, see Instruction 4(b)(v).

\*\* Intentional misstatements or omissions of facts constitute Federal Criminal Violations See 18 U.S.C. 1001 and 15 U.S.C. 78ff(a).

Note: File three copies of this Form, one of which must be manually signed. If space is insufficient, see Instruction 6 for procedure. Potential persons who are to respond to the collection of information contained in this form are not required to respond unless the form displays a currently valid OMB Number.

## Additional Information Reported For This Form

Name and Address of Reporting Person Snowden, Edward	Issuer Name and Ticker or Trading Symbol	Statement for (Month/Day/Year)
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100 Sylvan Road Suite 100				Boston Communications Group bcgi		03/20/2003	
(Last)	(First)	(Middle)	(Street)				
Woburn, MA 01801							
(City)	(State)	(Zip)					
Signed by Alan J. Bouffard under Power of Attorney dated August 31, 2002							



**Leslie Apony**

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**From:** EDGAR.POSTMASTER@sec.gov  
**Sent:** Friday, March 21, 2003 9:32 AM  
**To:** secnotices@sendd.com; lapony@bcgi.net  
**Subject:** ACCEPTED FORM TYPE 4 (0001181431-03-004602)

THE FOLLOWING SUBMISSION HAS BEEN ACCEPTED BY THE U.S. SECURITIES AND EXCHANGE COMMISSION.

COMPANY: BOSTON COMMUNICATIONS GROUP INC  
FORM TYPE: 4 NUMBER OF DOCUMENTS: 1  
RECEIVED DATE: 21-Mar-2003 14:32 ACCEPTED DATE: 21-Mar-2003 14:32  
FILING DATE: 21-Mar-2003 14:32  
TEST FILING: NO CONFIRMING COPY: NO

ACCESSION NUMBER: 0001181431-03-004602

FILE NUMBER(S):  
1. 000-28432

THE PASSWORD FOR LOGIN CIK 0001181431 WILL EXPIRE 20-Aug-2003 13:03.

PLEASE REFER TO THE ACCESSION NUMBER LISTED ABOVE FOR FUTURE INQUIRIES.

SUBJECT COMPANY(S):

1. CIK: 0001012887  
COMPANY: BOSTON COMMUNICATIONS GROUP INC  
FORM TYPE: 4  
FILE NUMBER(S):  
1. 000-28432

FILED BY:

2. CIK: 0001200471  
FILER: SNOWDEN EDWARD H

----- NOTICE -----

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SEC Form 4

**FORM 4**

I Check this box if no longer subject to Section 16. Form 4 or Form 5 obligations may continue. See instruction 1(b).

**UNITED STATES SECURITIES AND EXCHANGE COMMISSION**

Washington, D.C. 20549

OMB APPROVAL

**STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP**

Filed pursuant to Section 16(a) of the Securities Exchange Act of 1934, Section 17(a) of the Public Utility Holding Company Act of 1935 or Section 30(n) of the Investment Company Act of 1940

OMB Number: 3235-0287  
Expires: January 31, 2005  
Estimated average burden hours per response: . . . 0.5

1. Name and Address of Reporting Person Snowden, Edward		2. Issuer Name and Ticker or Trading Symbol Boston Communications Group bcgi	4. Statement for (Month/Day/Year) 03/06/2003	6. Relationship of Reporting Person(s) to Issuer (Check all applicable) <input checked="" type="checkbox"/> Director <input checked="" type="checkbox"/> 10% Owner <input checked="" type="checkbox"/> Officer (give title below) <input type="checkbox"/> Other (specify below) Description <u>President &amp; CEO</u>
(Last)	(First)	(Middle)		
100 Sylvan Road Suite 100				
Woburn, MA 01801	(Street)		5. If Amendment, Date of Original (Month/Day/Year)	7. Individual or Joint/Group Filing (Check Applicable Line)
(City)	(State)	(Zip)		<input checked="" type="checkbox"/> Form filed by One Reporting Person <input type="checkbox"/> Form filed by More than One Reporting Person

**Table I - Non-Derivative Securities Acquired, Disposed of, or Beneficially Owned**

1. Title of Security (Instr. 3)	2. Transaction Date (Month/Day/Year)	2A. Deemed Execution Date, if any (Month/Day/Year)	3. Transaction Code (Instr. 8)	4. Securities Acquired (A) or Disposed Of (D) (Instr. 3, 4, and 5)	5. Amount of Securities Beneficially Owned Following Reported Transaction (s) (Instr. 3 and 4)	6. Ownership Form: Direct (D) or Indirect (I) (Instr. 4)	7. Nature of Indirect Beneficial Ownership (Instr. 4)
Common Stock	03/06/2003		S*	900		D	
Common Stock	03/06/2003		S*	200		D	I (a)
Common Stock	03/06/2003		S*	200		D	I (b)
Common Stock	03/06/2003		S*	200		D	I (c)

**Table II - Derivative Securities Acquired, Disposed of, or Beneficially Owned (e.g., puts, calls, warrants, options, convertible securities)**

1. Title of	2. Conversion	3.	3A.	4.	5. Number of	6. Date Exercisable (DE)	7. Title and Amount of	8. Price	9. Number of	10.	11. Nature of
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Derivative Security (Instr. 3)	sion or Exercise Price of Derivative Security	Transaction Date (Month/Day/Year)	Deemed Execution Date, if any (Month/Day/Year)	Transaction Code (Instr. 8)	Derivative Securities Acquired (A) or Disposed Of (D) (Instr. 3, 4 and 5)	and Expiration Date(ED) (Month/Day/Year)	Underlying Securities (Instr. 3 and 4)	of Derivative Security (Instr.5)	Derivative Securities Beneficially Owned Following Reported Transaction (s) (Instr. 4)	Owner-ship Form of Derivative Securities: Direct (D) or Indirect (I) (Instr.4)	Indirect Beneficial Ownership (Instr. 4)				
Stock Option	\$7.0620	03/06/2003		Code	V	A	D	DE	ED	Title	Amount or Number of Shares	\$7.062	235,800*	D	
Stock Option	\$7.0620	03/06/2003		X			900	(1)	2/10/08	Common Stock	900	\$7.062	56,500	I	(a)
Stock Option	\$7.0620	03/06/2003		X			200	(1)	2/10/08	Common Stock	200	\$7.062	56,500	I	(b)
Stock Option	\$7.0620	03/06/2003		X			200	(1)	2/10/08	Common Stock	200	\$7.062	56,500	I	(c)

## Explanation of Responses:

\* Pursuant to a 10b5-1 plan.  
 \*\* In addition, 169,500 are held indirectly by (a)56,500 by the Bradford Irrevocable Trust, (b)56,500 by The Sophia Trust, (c)56,500 by The Mallory Trust, f/o/b the children of the reporting person.  
 (1) Exercisable in five equal installments commencing on the anniversary of the date of grant.

By:

/s/



Date:

3-7-03

\*\* Signature of Reporting Person

SEC 1474 (9-02)

Reminder: Report on a separate line for each class of securities beneficially owned directly or indirectly.

\* If the form is filed by more than one reporting person, see Instruction 4(b)(v).

\*\* Intentional misstatements or omissions of facts constitute Federal Criminal Violations See 18 U.S.C. 1001 and 15 U.S.C. 78ff(a).

Note: File three copies of this Form, one of which must be manually signed. If space is insufficient, see Instruction 6 for procedure.

Potential persons who are to respond to the collection of information contained in this form are not required to respond unless the form displays a currently valid OMB Number.

Leslie Apony

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From: EDGAR.POSTMASTER@sec.gov  
Sent: Friday, March 07, 2003 6:56 AM  
To: secnotices@sendd.com; lapony@bcgi.net  
Subject: ACCEPTED FORM TYPE 4 (0001181431-03-003936)

THE FOLLOWING SUBMISSION HAS BEEN ACCEPTED BY THE U.S. SECURITIES AND EXCHANGE COMMISSION.

COMPANY: BOSTON COMMUNICATIONS GROUP INC  
FORM TYPE: 4 NUMBER OF DOCUMENTS: 1  
RECEIVED DATE: 07-Mar-2003 11:55 ACCEPTED DATE: 07-Mar-2003 11:56  
FILING DATE: 07-Mar-2003 11:55  
TEST FILING: NO CONFIRMING COPY: NO

ACCESSION NUMBER: 0001181431-03-003936

FILE NUMBER(S):  
1. 000-28432

THE PASSWORD FOR LOGIN CIK 0001181431 WILL EXPIRE 20-Aug-2003 13:03.

PLEASE REFER TO THE ACCESSION NUMBER LISTED ABOVE FOR FUTURE INQUIRIES.

SUBJECT COMPANY(S):

1. CIK: 0001012887  
COMPANY: BOSTON COMMUNICATIONS GROUP INC  
FORM TYPE: 4  
FILE NUMBER(S):  
1. 000-28432

FILED BY:

2. CIK: 0001200471  
FILER: SNOWDEN EDWARD H

----- NOTICE -----

URGENT: Verify that all of your addresses on the EDGAR database are correct. An incorrect address in the EDGAR Accounting Contact Name and Address information may result in your fee Account Activity Statement being returned to the SEC as undeliverable. Please correct outdated addresses via the EDGAR filing website.

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We strongly encourage you to visit the Filing Website at <https://www.edgarfiling.sec.gov>. You can download our current version of the EDGARLink/Windows software and templates, the Filer Manual, receive on-line help, and access Frequently Asked Questions.

## SEC Form 4

**FORM 4**

[ ] Check this box if no longer subject to Section 16. Form 4 or Form 5 obligations may continue. See instruction 1(b).

**UNITED STATES SECURITIES AND EXCHANGE COMMISSION**

Washington, D.C. 20549

**STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP**

Filed pursuant to Section 16(a) of the Securities Exchange Act of 1934, Section 17(a) of the Public Utility Holding Company Act of 1935 or Section 30(h) of the Investment Company Act of 1940

OMB APPROVAL

OMB Number: 3235-0287  
Expires: January 31, 2005  
Estimated average burden hours per response: . . . . . 0.5

<b>1. Name and Address of Reporting Person *</b> Snowden, Edward (Last) (First) (Middle) 100 Sylvan Road Suite 100 Woburn, MA 01801 (City) (State) (Zip)		<b>2. Issuer Name and Ticker or Trading Symbol</b> Boston Communications Group bcgi	<b>3. I.R.S. Identification Number of Reporting Person, if an entity (voluntary)</b>	<b>4. Statement for (Month/Day/Year)</b> 03/03/2003	<b>5. If Amendment, Date of Original (Month/Day/Year)</b>	<b>6. Relationship of Reporting Person(s) to Issuer (Check all applicable)</b> Director <input type="checkbox"/> 10% Owner <input type="checkbox"/> Officer (give title below) <input type="checkbox"/> Other (specify below) <input checked="" type="checkbox"/> Description <b>President &amp; CEO</b> <b>7. Individual or Joint/Group Filing (Check Applicable Line)</b> X Form filed by One Reporting Person Form filed by More than One Reporting Person
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**Table 1 - Non-Derivative Securities Acquired, Disposed of, or Beneficially Owned**

1. Title of Security (Instr. 3)	2. Transaction Date (Month/Day/Year)	2A. Deemed Execution Date, if any (Month/Day/Year)	3. Transaction Code (Instr. 8)		4. Securities Acquired (A) or Disposed Of (D) (Instr. 3, 4, and 5)			5. Amount of Securities Beneficially Owned (Instr. 3 and 4)	6. Ownership Form: Direct (D) or Indirect (I) (Instr. 4)	7. Nature of Indirect Beneficial Ownership (Instr. 4)
			Code	V	Amount	A/D	Price			
Common Stock	03/03/2003		S*		2,200	D	\$12.6465	12,964	D	
Common Stock	03/03/2003		S*		900	D	\$12.6465	12,964	D	(a)
Common Stock	03/03/2003		S*		900	D	\$12.6465	12,964	D	(b)
Common Stock	03/03/2003		S*		900	D	\$12.6465	12,964	D	(c)
Common Stock	03/03/2003		S*		200	D	\$13.09	12,964	D	
Common Stock	03/03/2003		S*		200	D	\$13.09	12,964	D	(a)
Common Stock	03/03/2003		S*		200	D	\$13.09	12,964	D	(b)
Common Stock	03/03/2003		S*		200	D	\$13.09	12,964	D	(c)



Table II - Derivative Securities Acquired, Disposed of, or Beneficially Owned  
(e.g., puts, calls, warrants, options, convertible securities)

1. Title of Derivative Security (Instr. 3)	2. Conversion or Exercise Price of Derivative Security	3. Transaction Date (Month/Day/Year)	3A. Deemed Execution Date, if any (Month/Day/Year)	4. Transaction Code (Instr. 8)	5. Number of Derivative Securities Acquired (A) or Disposed Of (D) (Instr. 3, 4 and 5)	6. Date Exercisable (DE) and Expiration Date (ED) (Month/Day/Year)	7. Title and Amount of Underlying Securities (Instr. 3 and 4)	8. Price of Derivative Security (Instr. 5)	9. Number of Derivative Securities Beneficially Owned Following Reported Transaction (s) (Instr. 4)	10. Ownership Form of Derivative Securities: Direct (D) or Indirect (I) (Instr. 4)	11. Nature of Indirect Beneficial Ownership (Instr. 4)
Stock Option	\$7.0620	03/03/2003		X			Common Stock	\$7.062	236,700**	D	
Stock Option	\$7.0620	03/03/2003		X	1,100	(1)	Common Stock	\$7.062	56,700	I	(a)
Stock Option	\$7.0620	03/03/2003		X	1,100	(1)	Common Stock	\$7.062	56,700	I	(b)
Stock Option	\$7.0620	03/03/2003		X	1,100	(1)	Common Stock	\$7.062	56,700	I	(c)

## Explanation of Responses:

\* Pursuant to a 10b5-1 plan.

\*\* In addition, 170,100 are held indirectly by (a)56,700 by the Bradford Irrevocable Trust, (b)56,700 by The Sophia Trust, (c)56,700 by The Mallory Trust, f/o/b the children of the reporting person.

(1) Exercisable in five equal installments commencing on the anniversary of the date of grant.

By: Edward H. Sweeney

Date:

3/4/03

/s/ [Signature]

\*\* Signature of Reporting Person

SEC 1474 (9-02)

Reminder: Report on a separate line for each class of securities beneficially owned directly or indirectly.

\* If the form is filed by more than one reporting person, see Instruction 4(b)(v).

\*\* Intentional misstatements or omissions of facts constitute Federal Criminal Violations See 18 U.S.C. 1001 and 15 U.S.C. 78ff(a).

Note: File three copies of this Form, one of which must be manually signed. If space is insufficient, see Instruction 6 for procedure.

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**Additional Information Reported For This Form**

<b>Name and Address of Reporting Person*</b> Snowden, Edward			<b>Issuer Name and Ticker or Trading Symbol</b> Boston Communications Group bcgi		<b>Statement for (Month/Day/Year)</b> 03/03/2003
100 Sylvan Road Suite 100	(Last)	(First)	(Middle)		
Woburn, MA 01801	(City)	(State)	(Zip)		

Signed by Alan J. Bouffard under Power of Attorney dated August 31, 2002

**Leslie Apony**

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**From:** EDGAR.POSTMASTER@sec.gov  
**Sent:** Tuesday, March 04, 2003 9:29 AM  
**To:** secnotices@sendd.com; lapony@bcgi.net  
**Subject:** ACCEPTED FORM TYPE 4 (0001181431-03-003729)

THE FOLLOWING SUBMISSION HAS BEEN ACCEPTED BY THE U.S. SECURITIES AND EXCHANGE COMMISSION.

COMPANY: BOSTON COMMUNICATIONS GROUP INC  
FORM TYPE: 4 NUMBER OF DOCUMENTS: 1  
RECEIVED DATE: 04-Mar-2003 14:29 ACCEPTED DATE: 04-Mar-2003 14:29  
FILING DATE: 04-Mar-2003 14:29  
TEST FILING: NO CONFIRMING COPY: NO

ACCESSION NUMBER: 0001181431-03-003729

FILE NUMBER(S):  
1. 000-28432

THE PASSWORD FOR LOGIN CIK 0001181431 WILL EXPIRE 20-Aug-2003 13:03.

PLEASE REFER TO THE ACCESSION NUMBER LISTED ABOVE FOR FUTURE INQUIRIES.

SUBJECT COMPANY(S):

1. CIK: 0001012887  
COMPANY: BOSTON COMMUNICATIONS GROUP INC  
FORM TYPE: 4  
FILE NUMBER(S):  
1. 000-28432

FILED BY:

2. CIK: 0001200471  
FILER: SNOWDEN EDWARD H

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## SEC Form 4

**FORM 4****UNITED STATES SECURITIES AND EXCHANGE COMMISSION**

Washington, D.C. 20549

OMB APPROVAL

[ ] Check this box if no longer subject to Section 16, Form 4 or Form 5 obligations may continue. See instructions 1(b).

**STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP**

Filed pursuant to Section 16(a) of the Securities Exchange Act of 1934, Section 17(e) of the Public Utility Holding Company Act of 1935 or Section 30(h) of the Investment Company Act of 1940

OMB Number: 3235-0287  
Expires: January 31, 2005  
Estimated average burden hours per response: . . . . . 0.5

1. Name and Address of Reporting Person Snowden, Edward		2. Issuer Name and Ticker or Trading Symbol Boston Communications Group bcg		4. Statement for (Month/Day/Year) 02/28/2003		6. Relationship of Reporting Person(s) to Issuer (Check all applicable) <input checked="" type="checkbox"/> Director - 10% Owner <input checked="" type="checkbox"/> Officer (give title below) .. Other (specify below) Description <u>President &amp; CEO</u>	
(Last)	(First)	(Middle)					
100 Sylvan Road Suite 100		(Street)					
Woburn, MA 01801		(City)	(State)	(Zip)			
3. I.R.S. Identification Number of Reporting Person, if an entity (voluntary) 5. If Amendment, Date of Original (Month/Day/Year) 7. Individual or Joint/Group Filing (Check Applicable Line) <input checked="" type="checkbox"/> Form filed by One Reporting Person <input type="checkbox"/> Form filed by More than One Reporting Person							

**Table I - Non-Derivative Securities Acquired, Disposed of, or Beneficially Owned**

1. Title of Security (Instr. 3)	2. Transaction Date (Month/Day/Year)	2A. Deemed Execution Date, if any (Month/Day/Year)	3. Transaction Code (Instr. 8)	4. Securities Acquired (A) or Disposed Of (D) (Instr. 3, 4, and 5)	5. Amount of Securities Beneficially Owned Following Reported Transaction (s) (Instr. 3 and 4)	6. Ownership Form: Direct (D) or Indirect (I) (Instr. 4)	7. Nature of Indirect Beneficial Ownership (Instr. 4)
Common Stock	02/28/2003		A	Amount 2,291	A/D	Price \$7.557	12,964 D

**Table II - Derivative Securities Acquired, Disposed of, or Beneficially Owned**  
(e.g., puts, calls, warrants, options, convertible securities)

1. Title of Derivative Security (Instr. 3)	2. Conversion or Exercise Price of Derivative	3. Transaction Date (Month/Day/Year)	3A. Deemed Execution Date, if any	4. Transaction Code (Instr. 8)	5. Number of Derivative Securities Acquired (A)	6. Date Exercisable (DE) and Expiration Date (ED) (Month/Day/Year)	7. Title and Amount of Underlying Securities (Instr. 3 and 4)	8. Price of Derivative Security (Instr. 5)	9. Number of Derivative Securities Beneficially Owned Following	10. Ownership Form of Derivative	11. Nature of Indirect Beneficial Ownership (Instr. 4)
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Security	Year	(Month/ Day/ Year)	or Disposed Of (D) (Instr. 3, 4 and 5)		DE	ED	Title	Amount or Number of Shares	Reported Transaction (s) (Instr. 4)	Securities: Direct (D) or Indirect (I) (Instr. 4)
			Code	V						

## Explanation of Responses:

Shares purchased under bcgi's Employee Stock Purchase Plan.

By: Edward H. Swanson

Date: 3/3/03

/s/ By: *Ala M. Swanson* under Power of Attorney dated 3/31/02

SEC 1474 (9-02)

\*\* Signature of Reporting Person

Reminder: Report on a separate line for each class of securities beneficially owned directly or indirectly.

\* If the form is filed by more than one reporting person, see Instruction 4(b)(v).  
\*\* Intentional misstatements or omissions of facts constitute Federal Criminal Violations See 18 U.S.C. 1001 and 15 U.S.C. 78ff(a).Note: File three copies of this Form, one of which must be manually signed. If space is insufficient, see Instruction 6 for procedure.  
Potential persons who are to respond to the collection of information contained in this form are not required to respond unless the form displays a currently valid OMB Number.



Leslie Apony

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From: EDGAR.POSTMASTER@sec.gov  
Sent: Monday, March 03, 2003 8:14 AM  
To: secnotices@sendd.com; lapony@bcgi.net  
Subject: ACCEPTED FORM TYPE 4 (0001181431-03-003583)

THE FOLLOWING SUBMISSION HAS BEEN ACCEPTED BY THE U.S. SECURITIES AND EXCHANGE COMMISSION.

COMPANY: BOSTON COMMUNICATIONS GROUP INC  
FORM TYPE: 4 NUMBER OF DOCUMENTS: 1  
RECEIVED DATE: 03-Mar-2003 13:14 ACCEPTED DATE: 03-Mar-2003 13:14  
FILING DATE: 03-Mar-2003 13:14  
TEST FILING: NO CONFIRMING COPY: NO

ACCESSION NUMBER: 0001181431-03-003583

FILE NUMBER(S):  
1. 000-28432

THE PASSWORD FOR LOGIN CIK 0001181431 WILL EXPIRE 20-Aug-2003 13:03.

PLEASE REFER TO THE ACCESSION NUMBER LISTED ABOVE FOR FUTURE INQUIRIES.

SUBJECT COMPANY(S):

1. CIK: 0001012887  
COMPANY: BOSTON COMMUNICATIONS GROUP INC  
FORM TYPE: 4  
FILE NUMBER(S):  
1. 000-28432

FILED BY:

2. CIK: 0001200471  
FILER: SNOWDEN EDWARD H

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SEC Form 4

Page 1 of 3

<b>FORM 4</b> [ ] Check this box if no longer subject to Section 16. Form 4 or Form 5 obligations may continue. See Instruction 1(b).		<b>UNITED STATES SECURITIES AND EXCHANGE COMMISSION</b> Washington, D.C. 20549 <b>STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP</b> Filed pursuant to Section 16(a) of the Securities Exchange Act of 1934, Section 17(e) of the Public Utility Holding Company Act of 1935 or Section 30(h) of the Investment Company Act of 1940		<b>OMB APPROVAL</b> OMB Number: 3235-0287 Expires: January 31, 2005 Estimated average burden hours per response: . . . . . 0.5
1. Name and Address of Reporting Person Snowden, Edward (Last) (First) (Middle) 100 Sylvan Road Suite 100 Woburn, MA 01801 (City) (State) (Zip)		2. Issuer Name and Ticker or Trading Symbol Boston Communications Group bcbg	4. Statement for (Month/Day/Year) 02/21/2003	6. Relationship of Reporting Person(s) to Issuer (Check all applicable) Director <input type="checkbox"/> 10% Owner <input type="checkbox"/> <input checked="" type="checkbox"/> Officer (give title below) <input type="checkbox"/> Other (specify below) Description <u>President &amp; CEO</u>
3. I.R.S. Identification Number of Reporting Person, if an entity (voluntary) 5. If Amendment, Date of Original (Month/Day/Year)		7. Individual or Joint/Group Filing (Check Applicable Line) <input checked="" type="checkbox"/> Form filed by One Reporting Person <input type="checkbox"/> Form filed by More than One Reporting Person		

Table I - Non-Derivative Securities Acquired, Disposed of, or Beneficially Owned

1. Title of Security (Instr. 3)	2. Transaction Date (Month/Day/Year)	2A. Deemed Execution Date, if any (Month/Day/Year)	3. Transaction Code (Instr. 8)		4. Securities Acquired (A) or Disposed Of (D) (Instr. 3, 4, and 5)			5. Amount of Securities Beneficially Owned Following Reported Transaction (s)	6. Owner- ship Form: Direct (D) or Indirect (I)	7. Nature of Indirect Beneficial Ownership (Instr. 4)
Common Stock	02/28/2002		Code	V	Amount	A/D	Price	(Instr. 3 and 4)	(Instr. 4)	
					A	A	\$7.319	D		
					A	A	\$7.31	D		
					A	A		D		
					A	A		D		
Common Stock	08/30/2002									
Common Stock	12/12/2002									
Common Stock	12/12/2002									
Common Stock	12/12/2002									

Table II - Derivative Securities Acquired, Disposed of, or Beneficially Owned (e.g., puts, calls, warrants, options, convertible securities)												
1. Title of Derivative Security (Instr. 3)	2. Conversion or Exercise Price of Derivative Security	3. Transaction Date (Month/ Day/ Year)	3A. Deemed Execution Date, if any (Month/ Day/ Year)	4. Transaction Code (Instr. 8)	5. Number of Derivative Securities Acquired (A) or Disposed Of (D) (Instr. 3, 4 and 5)	6. Date Exercisable (DE) and Expiration Date (ED) (Month/Day/Year)	7. Title and Amount of Underlying Securities (Instr. 3 and 4)		8. Price of Derivative Security (Instr. 5)	9. Number of Derivative Securities Beneficially Owned Following Transaction (s) (Instr. 4)	10. Owner- ship Form of Derivative Securities: Direct (D) or Indirect (I) (Instr. 4)	11. Nature of Indirect Beneficial Ownership (Instr. 4)
							Title	Amount or Number of Shares				
				Code	V	A	D	DE	ED			

Explanation of Responses:

By: /s/ Edward J. Steward  
Signature of Reporting Person

Date: 2-21-03

SEC 1474 (9-02)

Reminder: Report on a separate line for each class of securities beneficially owned directly or indirectly.

\* If the form is filed by more than one reporting person, see Instruction 4(b)(v).  
\*\* Intentional misstatements or omissions of facts constitute Federal Criminal Violations See 18 U.S.C. 1001 and 15 U.S.C. 78ff(a).

Note: File three copies of this Form, one of which must be manually signed. If space is insufficient, see Instruction 6 for procedure.  
Potential persons who are to respond to the collection of information contained in this form are not required to respond unless the form displays a currently valid OMB Number.

Leslie Apony

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From: EDGAR.POSTMASTER@sec.gov  
Sent: Friday, February 21, 2003 4:42 AM  
To: secnotices@sendd.com; lapony@bcgi.net  
Subject: ACCEPTED FORM TYPE 4 (0001181431-03-003126)

THE FOLLOWING SUBMISSION HAS BEEN ACCEPTED BY THE U.S. SECURITIES AND EXCHANGE COMMISSION.

COMPANY: BOSTON COMMUNICATIONS GROUP INC  
FORM TYPE: 4 NUMBER OF DOCUMENTS: 1  
RECEIVED DATE: 21-Feb-2003 09:41 ACCEPTED DATE: 21-Feb-2003 09:42  
FILING DATE: 21-Feb-2003 09:41  
TEST FILING: NO CONFIRMING COPY: NO

ACCESSION NUMBER: 0001181431-03-003126

FILE NUMBER(S):  
1. 000-28432

THE PASSWORD FOR LOGIN CIK 0001181431 WILL EXPIRE 20-Aug-2003 13:03.

PLEASE REFER TO THE ACCESSION NUMBER LISTED ABOVE FOR FUTURE INQUIRIES.

SUBJECT COMPANY(S):

1. CIK: 0001012887  
COMPANY: BOSTON COMMUNICATIONS GROUP INC  
FORM TYPE: 4  
FILE NUMBER(S):  
1. 000-28432

FILED BY:

2. CIK: 0001200471  
FILER: SNOWDEN EDWARD H

----- NOTICE -----

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We strongly encourage you to visit the Filing Website at <https://www.edgarfiling.sec.gov>. You can download our current version of the EDGARLink/Windows software and templates, the Filer Manual, receive on-line help, and access Frequently Asked Questions.



SEC Form 4

**FORM 4**

[ ] Check this box if no longer subject to Section 16. Form 4 or Form 5 obligations may continue. See instruction 1(b).

**UNITED STATES SECURITIES AND EXCHANGE COMMISSION**

Washington, D.C. 20549

**STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP**

Filed pursuant to Section 16(a) of the Securities Exchange Act of 1934, Section 17(a) of the Public Utility Holding Company Act of 1935 or Section 30(h) of the Investment Company Act of 1940

OMB APPROVAL

OMB Number: 3235-0287  
Expires: January 31, 2005  
Estimated average burden hours per response: . . . 0.5

1. Name and Address of Reporting Person *		2. Issuer Name and Ticker or Trading Symbol		4. Statement for (Month/Day/Year)		6. Relationship of Reporting Person(s) to Issuer (Check all applicable)	
Snowden, Edward		Boston Communications Group bcgi		02/06/2003		Director <input checked="" type="checkbox"/> 10% Owner <input checked="" type="checkbox"/> Officer (give title below) Other (specify below)	
(Last) (First) (Middle)						Description <b>President &amp; CEO</b>	
100 Sylvan Road Suite 100						7. Individual or Joint/Group Filing (Check Applicable Line)	
Woburn, MA 01801						<input checked="" type="checkbox"/> Form filed by One Reporting Person <input type="checkbox"/> Form filed by More than One Reporting Person	
(City) (State) (Zip)							

Table I - Non-Derivative Securities Acquired, Disposed of, or Beneficially Owned

1. Title of Security (Instr. 3)	2. Transaction Date (Month/Day/Year)	2A. Deemed Execution Date, if any (Month/Day/Year)	3. Transaction Code (Instr. 8)	4. Securities Acquired (A) or Disposed Of (D) (Instr. 3, 4, and 5)	5. Amount of Securities Beneficially Owned Following Reported Transaction (s)	6. Ownership Form: Direct (D) or Indirect (I) (Instr. 4)	7. Nature of Indirect Beneficial Ownership (Instr. 4)
Common Stock	02/03/2003		S*	1,100		D	
Common Stock	02/09/2003		S*	400		D	I (a)
Common Stock	02/09/2003		S*	400		D	I (b)
Common Stock	02/09/2003		S*	400		D	I (c)

Table II - Derivative Securities Acquired, Disposed of, or Beneficially Owned (e.g., puts, calls, warrants, options, convertible securities)

1. Title of Derivative	2. Conversion or Transaction	3A. Deemed Transaction	4. Transaction	5. Number of Derivative	6. Date Exercisable (DE)	7. Title and Amount of Underlying Securities	8. Price of	9. Number of Derivative	10. Ownership Form: Direct (D) or Indirect (I)	11. Nature of Indirect
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Security (Instr. 3)	Exercise Price of Derivative Security	Date (Month/Day/Year)	Execution Date, if any (Month/Day/Year)	Code (Instr. 8)	Securities Acquired (A) or Disposed Of (D) (Instr. 3, 4 and 5)	Expiration Date(ED) (Month/Day/Year)	(Instr. 3 and 4)	Derivative Security (Instr. 5)	Securities Beneficially Owned Following Reported Transaction (s) (Instr. 4)	Ship Form of Derivative Securities: Direct (D) or Indirect (I) (Instr. 4)	Beneficial Ownership (Instr. 4)			
Stock Option	\$7.0620	02/06/2003		X		1,100	(1)	2/10/08	Common Stock	1,100	\$7.062	239,100**	D	
Stock Option	\$7.0620	02/06/2003		X		400	(1)	2/10/08	Common Stock	400	\$7.062	57,800	I	(a)
Stock Option	\$7.0620	02/06/2003		X		400	(1)	2/10/08	Common Stock	400	\$7.062	57,800	I	(b)
Stock Option	\$7.0620	02/06/2003		X		400	(1)	2/10/08	Common Stock	400	\$7.062	57,800	I	(c)

Explanation of Responses:

## Explanation of Responses:

\* Pursuant to a 10b5-1 plan.

(1) Exercisable in five equal installments commencing on the anniversary of the date of grant.

\*\* In addition, 173,400 are held indirectly by (a)57,800 by the Bradford Irrevocable Trust, (b)57,800 by The Sophia Trust, (c)57,800 by The Mallory Trust, for the children of the reporting person.

By:

/s/ Edward J. Kernal

Date:

February 7, 2003

\*\* Signature of Reporting Person

SEC 1474 (9-02)

Reminder: Report on a separate line for each class of securities beneficially owned directly or indirectly.

\* If the form is filed by more than one reporting person, see Instruction 4(b)(v).

\*\* Intentional misstatements or omissions of facts constitute Federal Criminal Violations See 18 U.S.C. 1001 and 15 U.S.C. 78ff(a).

Note: File three copies of this Form, one of which must be manually signed. If space is insufficient, see Instruction 6 for procedure.

Potential persons who are to respond to the collection of information contained in this form are not required to respond unless the form displays a currently valid OMB Number.

Leslie Apony

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From: EDGAR.POSTMASTER@sec.gov  
Sent: Friday, February 07, 2003 7:16 AM  
To: secnotices@sendd.com; lapony@bcgi.net  
Subject: ACCEPTED FORM TYPE 4 (0001181431-03-001849)

THE FOLLOWING SUBMISSION HAS BEEN ACCEPTED BY THE U.S. SECURITIES AND EXCHANGE COMMISSION.

COMPANY: BOSTON COMMUNICATIONS GROUP INC  
FORM TYPE: 4 NUMBER OF DOCUMENTS: 1  
RECEIVED DATE: 07-Feb-2003 12:16 ACCEPTED DATE: 07-Feb-2003 12:16  
FILING DATE: 07-Feb-2003 12:16  
TEST FILING: NO CONFIRMING COPY: NO

ACCESSION NUMBER: 0001181431-03-001849

FILE NUMBER(S):  
1. 000-28432

THE PASSWORD FOR LOGIN CIK 0001181431 WILL EXPIRE 20-Aug-2003 13:03.

PLEASE REFER TO THE ACCESSION NUMBER LISTED ABOVE FOR FUTURE INQUIRIES.

SUBJECT COMPANY(S):

1. CIK: 0001012887  
COMPANY: BOSTON COMMUNICATIONS GROUP INC  
FORM TYPE: 4  
FILE NUMBER(S):  
1. 000-28432

FILED BY:

2. CIK: 0001200471  
FILER: SNOWDEN EDWARD H

----- NOTICE -----

URGENT: Verify that all of your addresses on the EDGAR database are correct. An incorrect address in the EDGAR Accounting Contact Name and Address information may result in your fee Account Activity Statement being returned to the SEC as undeliverable. Please correct outdated addresses via the EDGAR filing website.

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We strongly encourage you to visit the Filing Website at <https://www.edgarfiling.sec.gov>. You can download our current version of the EDGARLink/Windows software and templates, the Filer Manual, receive on-line help, and access Frequently Asked Questions.

SEC Form 4

<b>FORM 4</b> <input type="checkbox"/> Check this box if no longer subject to Section 16. Form 4 or Form 5 obligations may continue. See instruction 1(b).		<b>UNITED STATES SECURITIES AND EXCHANGE COMMISSION</b> Washington, D.C. 20549		OMB APPROVAL  OMB Number: 3235-0287 Expires: January 31, 2005 Estimated average burden hours per response: . . . . 0.5	
<b>STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP</b> Filed pursuant to Section 16(a) of the Securities Exchange Act of 1934, Section 17(a) of the Public Utility Holding Company Act of 1935 or Section 30(h) of the Investment Company Act of 1940					
1. Name and Address of Reporting Person Snowden, Edward (Last) (First) (Middle) 100 Sylvan Road Suite 100 Woburn, MA 01801 (City) (State) (Zip)		2. Issuer Name and Ticker or Trading Symbol Boston Communications Group bcgi		4. Statement for (Month/Day/Year) 02/04/2003 5. If Amendment, Date of Original (Month/Day/Year)	
3. I.R.S. Identification Number of Reporting Person, if an entity (voluntary)		6. Relationship of Reporting Person(s) to Issuer (Check all applicable) <input type="checkbox"/> Director <input type="checkbox"/> 10% Owner <input checked="" type="checkbox"/> Officer (give title below) <input type="checkbox"/> Other (specify below) Description <b>President &amp; CEO</b> 7. Individual or Joint/Group Filing (Check Applicable Line) <input checked="" type="checkbox"/> Form filed by One Reporting Person <input type="checkbox"/> Form filed by More than One Reporting Person			

Table I - Non-Derivative Securities Acquired, Disposed of, or Beneficially Owned

1. Title of Security (Instr. 3)	2. Transaction Date (Month/Day/Year)	3A. Deemed Execution Date, if any (Month/Day/Year)	3. Transaction Code (Instr. 8)	4. Securities Acquired (A) or Disposed Of (D) (Instr. 3, 4, and 5)	5. Amount of Securities Beneficially Owned Following Reported Transaction(s) (Instr. 3 and 4)			6. Ownership Form: Direct (D) or Indirect (I) (Instr. 4)	7. Nature of Indirect Beneficial Ownership (Instr. 4)
					Code	V	Amount	A/D	Price

Table II - Derivative Securities Acquired, Disposed of, or Beneficially Owned (e.g., puts, calls, warrants, options, convertible securities)

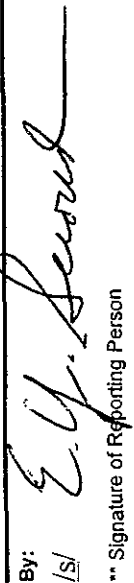
Table II - Derivative Securities Acquired, Disposed of, or Beneficially Owned (e.g., puts, calls, warrants, options, convertible securities)															
1. Title of Derivative Security (Instr. 3)	2. Conver- sion or Exercise Price of Deri- vative Security	3. Transaction Date (Month/ Day/ Year)	3A. Deemed Execution Date, if any (Month/ Day/ Year)	4. Transaction Code (Instr.8)	5. Number of Derivative Securities Acquired (A) or Disposed Of (D) (Instr. 3, 4 and 5)				6. Date Exercisable(DE) and Expiration Date(ED) (Month/Day/Year)		7. Title and Amount of Underlying Securities (Instr. 3 and 4)	8. Price of Derivative Security (Instr.5)	9. Number of Derivative Securities Beneficially Owned Following Reported Transaction (s) (Instr.4)	10. Owner- ship Form of Deriv- ative Securities Direct (D) or Indirect (I) (Instr.4)	11. Nature of Indirect Beneficial Ownership (Instr.4)
					Code	V	A	D	DE	ED					

Common Stock	\$11.68	02/04/2003	A	20,000	(1)	2/4/2013	Common Stock	20,000	\$11.68	240,200	D	*
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## Explanation of Responses:

(1) Exercisable in three equal installments commencing on the anniversary of the date of grant. Subject to accelerated vesting in whole or in part based on performance goals being met.  
 \* In addition, 174,600 are held indirectly (58,200 by the Bradford Irrevocable Trust, 58,200 by the Sophia Trust, 58,200 by the Mallory Trust, f/o/b the children of the reporting person.

By:



Date:

February 5, 2003

SEC 1474 (9-02)

\*\* Signature of Reporting Person

Reminder: Report on a separate line for each class of securities beneficially owned directly or indirectly.

\* If the form is filed by more than one reporting person, see Instruction 4(b)(v).

\*\* Intentional misstatements or omissions of facts constitute Federal Criminal Violations See 18 U.S.C. 1001 and 15 U.S.C. 78ff(a).

Note: File three copies of this Form, one of which must be manually signed. If space is insufficient, see Instruction 6 for procedure.

Potential persons who are to respond to the collection of information contained in this form are not required to respond unless the form displays a currently valid OMB Number.



**Leslie Apony**

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**From:** EDGAR.POSTMASTER@sec.gov  
**Sent:** Wednesday, February 05, 2003 6:59 AM  
**To:** secnotices@sendd.com; lapony@bcgi.net  
**Subject:** ACCEPTED FORM TYPE 4 (0001181431-03-001615)

THE FOLLOWING SUBMISSION HAS BEEN ACCEPTED BY THE U.S. SECURITIES AND EXCHANGE COMMISSION.

COMPANY: BOSTON COMMUNICATIONS GROUP INC  
FORM TYPE: 4 NUMBER OF DOCUMENTS: 1  
RECEIVED DATE: 05-Feb-2003 11:59 ACCEPTED DATE: 05-Feb-2003 11:59  
FILING DATE: 05-Feb-2003 11:59  
TEST FILING: NO CONFIRMING COPY: NO

ACCESSION NUMBER: 0001181431-03-001615

FILE NUMBER(S):  
1. 000-28432

THE PASSWORD FOR LOGIN CIK 0001181431 WILL EXPIRE 20-Aug-2003 13:03.

PLEASE REFER TO THE ACCESSION NUMBER LISTED ABOVE FOR FUTURE INQUIRIES.

SUBJECT COMPANY(S):

1. CIK: 0001012887  
COMPANY: BOSTON COMMUNICATIONS GROUP INC  
FORM TYPE: 4  
FILE NUMBER(S):  
1. 000-28432

FILED BY:

2. CIK: 0001200471  
FILER: SNOWDEN EDWARD H

----- NOTICE -----

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We strongly encourage you to visit the Filing Website at <https://www.edgarfiling.sec.gov>. You can download our current version of the EDGARLink/Windows software and templates, the Filer Manual, receive on-line help, and access Frequently Asked Questions.

## SEC Form 4

FORM 4		UNITED STATES SECURITIES AND EXCHANGE COMMISSION Washington, D.C. 20549		OMB APPROVAL	
<input type="checkbox"/> Check this box if no longer subject to Section 16. Form 4 or Form 5 obligations may continue. See Instruction 1(h).		<b>STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP</b> Filed pursuant to Section 16(a) of the Securities Exchange Act of 1934, Section 17(a) of the Public Utility Holding Company Act of 1935 or Section 30(h) of the Investment Company Act of 1940		OMB Number: 3235-0287 Expires: January 31, 2005 Estimated average burden hours per response: . . . . . 0.5	
1. Name and Address of Reporting Person* <b>Snowden, Edward</b> (Last) (First) (Middle) 100 Sylvan Road Suite 100 Woburn, MA 01801 (City) (State) (Zip)		2. Issuer Name and Ticker or Trading Symbol <b>Boston Communications Group bcgi</b> 3. I.R.S. Identification Number of Reporting Person, if an entity (voluntary)		4. Statement for (Month/Day/Year) <b>02/03/2003</b> 5. If Amendment, Date of Original (Month/Day/Year)	
		6. Relationship of Reporting Person(s) to Issuer (Check all applicable) Director <input type="checkbox"/> 10% Owner <input type="checkbox"/> Other (specify below) Description <b>President &amp; CEO</b> 7. Individual or Joint/Group Filing (Check Applicable Line) <input checked="" type="checkbox"/> Form filed by One Reporting Person <input type="checkbox"/> Form filed by More than One Reporting Person			

Table 1 - Non-Derivative Securities Acquired, Disposed of, or Beneficially Owned

1. Title of Security (Instr. 3)	2. Transaction Date (Month/Day/Year)	2A. Deemed Execution Date, if any (Month/Day/Year)	3. Transaction Code (Instr. 8)	4. Securities Acquired (A) or Disposed Of (D) (Instr. 3, 4, and 5)		5. Amount of Securities Beneficially Owned Following Reported Transaction (s)	6. Ownership Form: Direct (D) or Indirect (I) (Instr. 4)	7. Nature of Indirect Beneficial Ownership (Instr. 4)
				Amount	A/D			
Common Stock	02/03/2003		S*	2,200	D	8,339	D	
Common Stock	02/03/2003		S*	900	D	8,339	D	I (a)
Common Stock	02/03/2003		S*	900	D	8,339	D	I (b)
Common Stock	02/03/2003		S*	900	D	8,339	D	I (c)

Table 11 - Derivative Securities Acquired, Disposed of, or Beneficially Owned (e.g., puts, calls, warrants, options, convertible securities)

1. Title of Derivative	2. Conversion or	3. Transaction	3A. Deemed	4. Transaction	5. Number of Derivative	6. Date Exercisable (DE) and	7. Title and Amount of Underlying Securities	8. Price of	9. Number of Derivative	10. Owner-	11. Nature of Indirect
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Security (Instr. 3)	Exercise Price of Derivative Security	Date (Month/Day/Year)	Execution Date, if any (Month/Day/Year)	Code (Instr. 8)		Securities Acquired (A) or Disposed Of (D) (Instr. 3, 4 and 5)		Expiration Date (ED) (Month/Day/Year)		(Instr. 3 and 4)		Derivative Security (Instr. 5)	Securities Beneficially Owned Following Reported Transaction (s) (Instr. 4)	Ship Form of Derivative Securities: Direct (D) or Indirect (I) (Instr. 4)	Beneficial Ownership (Instr. 4)
				Code	V	A	D	DE	ED	Title	Amount or Number of Shares				
Stock Option	\$7.0620	02/03/2003		X			2,200	(1)	2/10/08	Common Stock	2,200	\$7.062	220,200**	D	
Stock Option	\$7.0620	02/03/2003		X			900	(1)	2/10/08	Common Stock	900	\$7.062	58,200	I	(a)
Stock Option	\$7.0620	02/03/2003		X			900	(1)	2/10/08	Common Stock	900	\$7.062	58,200	I	(b)
Stock Option	\$7.0620	02/03/2003		X			900	(1)	2/10/08	Common Stock	900	\$7.062	58,200	I	(c)

Explanation of Responses:

\* Pursuant to a 10b5-1 plan.

\*\* In addition, 174,600 are held indirectly by (a) 58,200 by the Bradford Irrevocable Trust, (b) 58,200 by The Sophia Trust, (c) 58,200 by The Mallory Trust, f/o/b the children of the reporting person.

By:  /s/ Edward J. Lundy

Date:

2-4-03

Signature of Reporting Person

SEC 1474 (9-02)

Reminder: Report on a separate line for each class of securities beneficially owned directly or indirectly.

\* If the form is filed by more than one reporting person, see Instruction 4(b)(v).

\*\* Intentional misstatements or omissions of facts constitute Federal Criminal Violations See 18 U.S.C. 1001 and 15

U.S.C. 78ff(a).

Note: File three copies of this Form, one of which must be manually signed. If space is insufficient, see Instruction 6 for procedure.

Potential persons who are to respond to the collection of information contained in this form are not required to respond unless the form displays a currently valid OMB Number.

Leslie Apony

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From: EDGAR.POSTMASTER@sec.gov  
Sent: Tuesday, February 04, 2003 7:28 AM  
To: secnotices@sendd.com; lapony@bcgi.net  
Subject: ACCEPTED FORM TYPE 4 (0001181431-03-001510)

THE FOLLOWING SUBMISSION HAS BEEN ACCEPTED BY THE U.S. SECURITIES AND EXCHANGE COMMISSION.

COMPANY: BOSTON COMMUNICATIONS GROUP INC  
FORM TYPE: 4 NUMBER OF DOCUMENTS: 1  
RECEIVED DATE: 04-Feb-2003 12:27 ACCEPTED DATE: 04-Feb-2003 12:28  
FILING DATE: 04-Feb-2003 12:27  
TEST FILING: NO CONFIRMING COPY: NO

ACCESSION NUMBER: 0001181431-03-001510

FILE NUMBER(S):  
1. 000-28432

THE PASSWORD FOR LOGIN CIK 0001181431 WILL EXPIRE 20-Aug-2003 13:03.

PLEASE REFER TO THE ACCESSION NUMBER LISTED ABOVE FOR FUTURE INQUIRIES.

SUBJECT COMPANY(S):

1. CIK: 0001012887  
COMPANY: BOSTON COMMUNICATIONS GROUP INC  
FORM TYPE: 4  
FILE NUMBER(S):  
1. 000-28432

FILED BY:

2. CIK: 0001200471  
FILER: SNOWDEN EDWARD H

----- NOTICE -----

URGENT: Verify that all of your addresses on the EDGAR database are correct. An incorrect address in the EDGAR Accounting Contact Name and Address information may result in your fee Account Activity Statement being returned to the SEC as undeliverable. Please correct outdated addresses via the EDGAR filing website.

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# FORM 4

## UNITED STATES SECURITIES AND EXCHANGE COMMISSION Washington, D.C. 20549

OMB APPROVAL

o Check this box if no longer subject to Section 16, Form 4 or Form 5 obligations may continue. See Instruction 1(b).

### STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP

Filed pursuant to Section 16(a) of the Securities Exchange Act of 1934, Section 17(a) of the Public Utility Holding Company Act of 1935 or Section 30(h) of the Investment Company Act of 1940

OMB Number: 3235-0247  
Expires: January 31, 2005  
Estimated average burden hours per response: 0.5

(Print or Type Responses)

1. Name and Address of Reporting Person*		2. Issuer Name and Ticker or Trading Symbol	6. Relationship of Reporting Person(s) to Issuer (Check all applicable)	
Snowden (Last)	Edward (First)	BCGI Boston Communications Group, Inc.	X Director	X 10% Owner
C/O Boston Communications Group Inc. 100 Sylvan Road, Suite 100		4. Statement for Month/Day/Year 1/15/03	X Officer (give title below)	Other (specify below)
(Street)		3. I.R.S. Identification Number of Reporting Person, if an entity (voluntary)	President & Chief Executive Officer	
Woburn	MA	5. If Amendment, Date of Original (Month/Day/Year)	7. Individual or Joint/Group Filing (Check applicable line)	
(City)	(State)		X Form filed by One Reporting Person Form filed by More than One Reporting Person	
	01801			
	(Zip)			

Table I - Non-Derivative Securities Acquired, Disposed of, or Beneficially Owned

1. Title of Security (Instr. 3)	2. Transaction Date (Month/ Day/ Year)	2A. Deemed Execution Date, if any (Month/ Day/ Year)	3. Transaction Code (Instr. 8)	4. Securities Acquired (A) or Disposed of (D) (Instr. 3, 4 and 5)		5. Amount of Securities Beneficially Owned Following Reported Transaction(s) (Instr. 3 and 4)	6. Ownership Form: Direct (D) or Indirect (I) (Instr. 4)	7. Nature of Indirect Beneficial Ownership (Instr. 4)
				Code	V Amount (A) or (D) Price			
Common Stock	1/15/03	-	S*	-	2,200	8,339	D	-
Common Stock	1/15/03	-	S*	-	900	8,339	D	I (a)
Common Stock	1/15/03	-	S*	-	900	8,339	D	I (b)
Common Stock	1/15/03	-	S*	-	900	8,339	D	I (c)

\* Pursuant to 10B5-1 plans.

(a) Bradford Irrevocable Trust, (b) Sophia Trust, (c) Mallory Trust, f/o/b the children of the reporting person.

Reminder: Report on a separate line for each class of securities beneficially owned directly or indirectly

\* If the form is filed by more than one reporting person, see Instruction 4(b)(v).



**FORM 4 (continued)**

**Table II – Derivative Securities Acquired, Disposed of, or Beneficially Owned (e.g., puts, calls, warrants, options, convertible securities)**

1. Title of Derivative Security (Instr. 3)	2. Conversion or Exercise Price of Derivative Security	3. Transaction Date (Month/Day/Year)	3A. Deemed Execution Date, if any (Month/Day/Year)	4. Transaction Code (Instr. 8)			5. Number of Derivative Securities Acquired (A) or Disposed of (D) (Instr. 3, 4, and 5)		6. Date Exercisable and Expiration Date (Month/Day/Year)		7. Title and Amount of Underlying Securities (Instr. 3 and 4)		8. Price of Derivative Security (Instr. 5)	9. Number of Derivative Securities Beneficially Owned Following Reported Transaction(s) (Instr. 4)	10. Ownership Form of Derivative Security (Instr. 4)	11. Nature of Indirect Beneficial Ownership (Instr. 4)
				Code	V	(A)	(D)		Date Exercisable	Expiration Date	Title	Amount or Number of Shares				
Stock Option (right to buy)	7.062	1/15/03	-	X	-	0	2,200	(1)	2/10/08	2/10/08	Common Stock	2,200	7.062	222,400*	D	
Stock Option (right to buy)	7.062	1/15/03	-	X	-	0	900	(1)	2/10/08	2/10/08	Common Stock	900	7.062	59,100	I (a)	
Stock Option (right to buy)	7.062	1/15/03	-	X	-	0	900	(1)	2/10/08	2/10/08	Common Stock	900	7.062	59,100	I (b)	
Stock Option (right to buy)	7.062	1/15/03	-	X	-	0	900	(1)	2/10/08	2/10/08	Common Stock	900	7.062	59,100	I (c)	

(1) Exercisable in five equal installments commencing on the anniversary of the date of grant.

\* In addition, 177,300 are held indirectly ((a) 59,100 by the Bradford Irrevocable Trust, (b) 59,100 by the Sophia Trust, (c) 59,100 by the Mallory Trust, f/o/b the child of the reporting person.)

\*\*Intentional misstatements or omissions of facts constitute Federal Criminal Violations.  
See 18 U.S.C. 1001 and 15 U.S.C. 78ff(a).

Note: File three copies of this Form, one of which must be manually signed.  
If space is insufficient, see Instruction 6 for procedure.

*Edward D. Leland*  
\*\*Signature of Reporting Person

Date

1-16-08



BY OVERNIGHT DELIVERY

January 16, 2003

Securities and Exchange Commission  
Filing Room  
450 Fifth Street, N.W.  
Judiciary Plaza  
Washington, DC 20549

Re: Boston Communications Group, Inc. - Section 16 Reporting

Dear Sir/Madam:

Enclosed for filing are three copies, one of which is manually signed, of a Statement of Changes in Beneficial Ownership on Form 4 for E.Y. Snowden, a director and officer of Boston Communications Group, Inc.

If there are any questions regarding this filing, please call me at (781) 904-5000. Thank you for your assistance with this matter.

Very truly yours,

A handwritten signature in dark ink, appearing to read "Leslie N. Apony". The signature is fluid and cursive, with a large, stylized "L" and "A".

Leslie N Apony

Enclosure

cc: E.Y. Snowden

OMB APPROVAL

OMB Number: 3235-0287  
Expires: January 31, 2005  
Estimated average burden  
hours per response: 0.5

**Name and Address of Reporting Person \***

Page

Edward (First)	Snowden (Last)
-------------------	-------------------

200 Sylvan Road, Suite 100  
Boston Communications Group Inc.

Street)

Woburn  
MA  
01801

City (State) (Zip)

Table I – Non-Derivative Securities Acquired, Disposed of, or Beneficially Owned

[illegible]

**Reminder** Report on a separate line for each class of securities beneficially owned directly or indirectly.

\* If the form is filled by more than one reporting person, see instruction 4(b)(v).

Potential persons who are to respond to the collection of information contained in this form are not required to respond unless the form displays a currently valid OMB control number.

SEC 1474 (S-07)

**Table II – Derivative Securities Acquired, Disposed of, or Beneficially Owned  
(e.g., puts, calls, warrants, options, convertible securities)**

[illegible]

In addition, 180,000 are held indirectly (60,000 by the Bradford Irrevocable Trust, 60,000 by the Sophia Trust, 60,000 by the Mallory Trust, for the children of the reporting person.

reporting person.

<sup>105</sup> Intentional misstatements or omissions of facts constitute Federal Criminal Violations. See 18 U.S.C. 1001 and 15 U.S.C. 78ff(a).

**File** three copies of this Form, one of which must be manually signed. If space is insufficient, *see* Instruction 6 for procedure.

Signature of Reporting Person Edward J. Howard

Date 12-17-02



BY OVERNIGHT DELIVERY

December 17, 2002

Securities and Exchange Commission  
Filing Room  
450 Fifth Street, N.W.  
Judiciary Plaza  
Washington, DC 20549

Re: Boston Communications Group, Inc. - Section 16 Reporting

Dear Sir/Madam:

Enclosed for filing are three copies, one of which is manually signed, of a Statement of Changes in Beneficial Ownership on Form 4 for E.Y. Snowden, a director and officer of Boston Communications Group, Inc.

If there are any questions regarding this filing, please call me at (781) 904-5000. Thank you for your assistance with this matter.

Very truly yours,

A handwritten signature in dark ink, appearing to read "Leslie N Apony", is written over a horizontal line.

Leslie N Apony

Enclosure

cc: E.Y. Snowden

# FORM 4

## UNITED STATES SECURITIES AND EXCHANGE COMMISSION Washington, D.C. 20549

OMB APPROVAL

- o Check this box if no longer subject to Section 16. Form 4 or Form 5 obligations may continue. See Instruction 1(b).

### STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP

Filed pursuant to Section 16(a) of the Securities Exchange Act of 1934, Section 17(a) of the Public Utility Holding Company Act of 1935 or Section 30(h) of the Investment Company Act of 1940

OMB Number: 3235-0287  
Expires: January 31, 2005  
Estimated average burden hours per response: 0.1

(Print or Type Responses)

1. Name and Address of Reporting Person*		2. Issuer Name and Ticker or Trading Symbol		6. Relationship of Reporting Person(s) to Issuer (Check all applicable)	
Snowden (Last)	Edward (First)	H. (Middle)	BCGI Boston Communications Group, Inc.	X Director	10% Owner
C/O Boston Communications Group Inc. 100 Sylvan Road, Suite 100			4. Statement for Month/Day/Year 12/16/02	X Officer (give title below)	Other (specify below)
(Street)			5. If Amendment, Date of Original (Month/Day/Year)	President & Chief Executive Officer	
Woburn	MA	01801		X Form filed by One Reporting Person	
(City)	(State)	(Zip)		Form filed by More than One Reporting Person	

Table I - Non-Derivative Securities Acquired, Disposed of, or Beneficially Owned

1. Title of Security (Instr. 3)	2. Trans- action Date (Month/ Day/ Year)	2A. Deemed Execu- tion Date if any (Month/ Day/ Year)	3. Transac- tion Code (Instr. 8)		4. Securities Acquired (A) or Disposed of (D) (Instr. 3, 4 and 5)		5. Amount of Securities Beneficially Owned Following Reported Transaction(s) (Instr. 3 and 4)	6. Ownership Form: Direct (D) or Indirect (I) (Instr. 4)	7. Nature of Indirect Beneficial Ownership (Instr. 4)
			Code	V	Amount	(A) or (D)			
Common Stock	12/16/02		S		3,000	D	24,958	D	
Common Stock	12/16/02		S		3,000	D	21,958	D	
Common Stock	12/16/02		S		1,871	D	20,087	D	
Common Stock	12/16/02		S		1,129	D	18,958	D	
Common Stock	12/16/02		S		2,700	D	16,258	D	
Common Stock	12/16/02		S		2,000	D	14,258	D	
Common Stock	12/16/02		S		1,300	D	12,958	D	

Reminder: Report on a separate line for each class of securities beneficially owned directly or indirectly

\* If the form is filed by more than one reporting person, see Instruction 4(b)(v).

Potential persons who are to respond to the collection of information contained in this form are not required to respond unless the form displays a currently valid OMB control number.

(U.S. C.F.R. 1474 (3-99))







BY OVERNIGHT DELIVERY

December 17, 2002

Securities and Exchange Commission  
Filing Room  
450 Fifth Street, N.W.  
Judiciary Plaza  
Washington, DC 20549

Re: Boston Communications Group, Inc. - Section 16 Reporting

Dear Sir/Madam:

Enclosed for filing are three copies, one of which is manually signed, of a Statement of Changes in Beneficial Ownership on Form 4 for E.Y. Snowden, a director and officer of Boston Communications Group, Inc.

If there are any questions regarding this filing, please call me at (781) 904-5000. Thank you for your assistance with this matter.

Very truly yours,

A handwritten signature in black ink, appearing to read "Leslie N. Apony", is written over a horizontal line.

Leslie N Apony

Enclosure

cc: E.Y. Snowden

.....  
100 Sylvan Road  
Suite 100  
Woburn, MA 01801  
tel: 781-904-5000  
fax: 781-904-5601  
[www.bcgi.net](http://www.bcgi.net)  
Boston Communications Group, Inc.

UNITED STATES SECURITIES AND EXCHANGE COMMISSION  
Washington, D.C. 20549

OMB APPROVAL

OMB Number: 3235-0287  
Expires: January 31, 2009  
Estimated average burden  
hours per response: 0.4

**o** Check this box if no longer subject to Section 16. Form 4 or Form 5 obligations may continue. See Instruction 1(b).

(Print or Type Responses)

1. Name and Address of Reporting Person\*

Snowden	Edward	H.
(Last)	(First)	(Middle)

C/O Boston Communications Group Inc.  
100 Sylvan Road, Suite 100

(Street)

Woburn	MA	01801
(City)	(State)	(Zip)

Table 1 – Non-Derivative Securities Acquired, Disposed of, or Beneficially Owned

1. Title of Security (Instr. 3)	2. Transaction Date (Month/ Day/ Year)	2A. Deemed Execution Date if any (Month/ Day/ Year)	3. Transaction Code (Instr. 8)	4. Securities Acquired (A) or Disposed of (D) (Instr. 3, 4 and 5)	5. Amount of Securities Beneficially Owned Following Reported Transaction(s) (Instr. 3 and 4)	6. Ownership Form: Direct (D) or Indirect (I) (Instr. 4)	7. Nature of Indirect Beneficial Ownership (Instr. 4)
Common Stock	12/02/02	-	S*	3,300 D	27,958 D	D	-

\* Pursuant to a 10B5-1 plan.

**Reminder.** Report on a separate line for each class of securities beneficially owned directly or indirectly.

\* If the form is filed by more than one reporting person, see Instruction 4(b)(v).





BY OVERNIGHT DELIVERY

December 16, 2002

Securities and Exchange Commission  
Filing Room  
450 Fifth Street, N.W.  
Judiciary Plaza  
Washington, DC 20549

Re: Boston Communications Group, Inc. - Section 16 Reporting

Dear Sir/Madam:

Enclosed is a Form 4 for E.Y. Snowden dated 12/2/02, that was sent to us from Middleby Cooking Systems Group. This document was mistakenly attached to some document sent to them.

If there are any questions regarding this filing, please call me at (781) 904-5000. Thank you for your assistance with this matter.

Very truly yours,

A handwritten signature in dark ink, appearing to read "Leslie N. Apony", written in a cursive, flowing style.

Leslie N Apony

Enclosure

cc: E.Y. Snowden

**UNITED STATES SECURITIES AND EXCHANGE COMMISSION**  
**Washington, D.C. 20549**

OMB APPROVAL

**STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP**

OMB Number: 3235-0287  
Expires: January 31, 2005  
Estimated average burden  
hours per response: 0.5

1. Name and Address of Reporting Person*	Snowden (Last) Edward (First) H. (Middle) C/O Boston Communications Group Inc. 100 Sylvan Road, Suite 100  (Street)	2. Issuer Name and Ticker or Trading Symbol BCGI Boston Communications Group, Inc.  3. I.R.S. Identification Number of Reporting Person, if an entity (voluntary)  4. Statement for Month/Day/Year 11/11/02  5. If Amendment, Date of Original (Month/Day/Year)	6. Relationship of Reporting Person(s) to Issuer (Check all applicable)  <input checked="" type="checkbox"/> Director  <input checked="" type="checkbox"/> Officer (give title below)  10% Owner  Other (specify below)  <u>President &amp; Chief Executive Officer</u>	7. Individual or Joint/Group Filing (Check applicable line)  <input checked="" type="checkbox"/> Form filed by One Reporting Person  <input type="checkbox"/> Form filed by More than One Reporting Person
Woburn	MA 01801			

Table 1 – Non-Derivative Securities Acquired, Disposed of, or Beneficially Owned

[illegible]

\* Pursuant to a 10B5-1 plan.

**Reminder:** Report on a separate line for each class of securities beneficially owned directly or indirectly.  
 \* If the form is filed by more than one reporting person, see Instruction 4(b)(v).

Potential persons who are to respond to the collection of information contained in this form are not required to respond unless the form displays a currently valid OMB control number.



FORM 4 (continued)

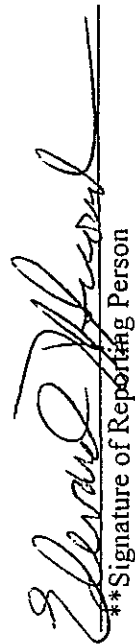
Table II - Derivative Securities Acquired, Disposed of, or Beneficially Owned  
(e.g., puts, calls, warrants, options, convertible securities)

1. Title of Derivative Security (Instr. 3)	2. Conversion or Exercise Price of Derivative Security	3. Transaction Date (Month/Day/Year)	3A. Deemed Execution Date, if any (Month/Day/Year)	4. Transaction Code (Instr. 8)			5. Number of Derivative Securities Acquired (A) or Disposed of (D) (Instr. 3, 4, and 5)		6. Date Exercisable and Expiration Date (Month/Day/Year)		7. Title and Amount of Underlying Securities (Instr. 3 and 4)		8. Price of Derivative Security (Instr. 5)	9. Number of Derivative Securities Beneficially Owned Following Reported Transaction(s) (Instr. 4)	10. Ownership Form of Derivative Security (Instr. 4)	11. Name of Indirect Beneficial Owner (Instr. 4)
				Code	V		(A)	(D)	Date Exercisable	Expiration Date	Title	Amount or Number of Shares				
Stock Option (right to buy)	7.062	11/11/02	-	X	-		0	30,800	(1)	2/10/08	Common Stock	30,800	7.062	227,900*	D	

(1) Exercisable in five equal installments commencing on the anniversary of the date of grate.

\* In addition, 180,000 are held indirectly (60,000 by the Bradford Irrevocable Trust, 60,000 by the Sophia Trust, 60,000 by the Mallory Trust, f/o/b the children of the reporting person.  
reporting person.

\*\*Intentional misstatements or omissions of facts constitute Federal Criminal Violations.  
See 18 U.S.C. 1001 and 15 U.S.C. 78ff(a).

  
\*\*Signature of Reporting Person

Date

Note: File three copies of this Form, one of which must be manually signed.  
If space is insufficient, see Instruction 6 for procedure.



BY OVERNIGHT DELIVERY

November 12 , 2002

Securities and Exchange Commission  
Filing Room  
450 Fifth Street, N.W.  
Judiciary Plaza  
Washington, DC 20549

Re: Boston Communications Group, Inc. - Section 16 Reporting

Dear Sir/Madam:

Enclosed for filing are three copies, one of which is manually signed, of a Statement of Changes in Beneficial Ownership on Form 4 for E.Y. Snowden, a director and officer of Boston Communications Group, Inc.

If there are any questions regarding this filing, please call me at (781) 904-5000. Thank you for your assistance with this matter.

Very truly yours,

A handwritten signature in dark ink, appearing to read "Leslie N Apony", written in a cursive, flowing style.

Leslie N Apony

Enclosure

cc: E.Y. Snowden

.....  
100 Sylvan Road  
Suite 100  
Woburn, MA 01801  
tel: 781-904-5000  
fax: 781-904-5601  
[www.bcgi.net](http://www.bcgi.net)  
Boston Communications Group, Inc.

# STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP

Filed pursuant to Section 16(a) of the Securities Exchange Act of 1934, Section 17(a) of the Public Utility Holding Company Act of 1935 or Section 30(h) of the Investment Company Act of 1940

**Check this box if no longer subject to Section 16. Form 4 or Form 5 obligations may continue. See Instruction 1(b).**

(Print or Type Responses)

**I. Name and Address of Reporting Person\***

Snowden	Edward	H.
(Last)	(First)	(Middle)

C/O Boston Communications Group Inc.  
100 Sylvan Road, Suite 100

(Street)

Woburn	MA	01801
(City)	(State)	(Zip)

2. Issuer Name and Ticker or Trading Symbol  
BCGI

3. I.R.S. Identification Number of Reporting Person, if an entity (voluntary)	4. Statement for Month/Day/Year
	11/1/02

5. If Amendment,  
Date of Original  
(Month/Day/Year)

6. Relationship of Reporting Person(s) to Issuer  
(Check all applicable)

X	Director	10% Owner
X	Officer (give title below)	Other (specify below)

President &amp; Chief Executive Officer

7. Individual or Joint/Group Filing  
(Check applicable line)

**X** \_\_\_\_\_ Form filed by One Reporting Person  
Form filed by More than One Reporting Person

Table I – Non-Derivative Securities Acquired, Disposed of, or Beneficially Owned

[illegible]

**Reminder** Report on a separate line for each class of securities beneficially owned directly or indirectly

Potential persons who are to respond to the collection of information contained in this form are not required to respond unless the form displays a currently valid OMB control number. If you are unable to find this number, contact the person who provided the form, or contact the person who provided the form, or contact the person who provided the form.

SI: 1474 (3-90)  
(over)

## FORM 4 (continued)

Table II – Derivative Securities Acquired, Disposed of, or Beneficially Owned  
(e.g., puts, calls, warrants, options, convertible securities)

1. Title of Derivative Security (Instr. 3)	2. Conversion or Exercise Price of Derivative Security	3. Transaction Date (Month/Day/Year)	3A. Deemed Execution Date, if any (Month/Day/Year)	4. Transaction Code (Instr. 8)		5. Number of Derivative Securities Acquired (A) or Disposed of (D) (Instr. 3, 4, and 5)		6. Date Exercisable and Expiration Date (Month/Day/Year)		7. Title and Amount of Underlying Securities (Instr. 3 and 4)		8. Price of Derivative Security (Instr. 5)	9. Number of Derivative Securities Beneficially Owned Following Reported Transaction(s) (Instr. 4)	10. Ownership Form of Derivative Securities Beneficially Owned at End of Month (Instr. 4)	11. Nature of Indirect Beneficial Ownership (Instr. 4)
				Code	V	(A)	(D)	Date Exercisable	Expiration Date	Title	Amount or Number of Shares				
Stock Option (right to buy)	6.00	11/1/02	-	X	-	0	2,200	2/28/01	4/18/10	Common Stock	2,200	0	259,800*	D	-
Stock Option (right to buy)	6.00	11/1/02	-	X	-	0	1,100	2/28/01	4/18/10	Common Stock	1,100	0	258,700*	D	-

\* In addition, 180,000 are held indirectly (60,000 by the Bradford Irrevocable Trust, 60,000 by the Sophia Trust, 60,000 by the Mallory Trust, f/o/b the children of the reporting person.

\*\* Intentional misstatements or omissions of facts constitute Federal Criminal Violations.  
See 18 U.S.C. 1001 and 15 U.S.C. 78ff(a).

Note: File three copies of this Form, one of which must be manually signed.  
If space is insufficient, see Instruction 6 for procedure.

Edward H. Swenden

By: Edward H. Swenden  
Signature of Reporting Person  
under Power of Attorney dated 8/31/02

11/4/02  
Date



BY OVERNIGHT DELIVERY

November 4 , 2002

Securities and Exchange Commission  
Filing Room  
450 Fifth Street, N.W.  
Judiciary Plaza  
Washington, DC 20549

Re: Boston Communications Group, Inc. - Section 16 Reporting

Dear Sir/Madam:

Enclosed for filing are three copies, one of which is manually signed, of a Statement of Changes in Beneficial Ownership on Form 4 for E.Y. Snowden, a director and officer of Boston Communications Group, Inc.

If there are any questions regarding this filing, please call me at (781) 904-5000. Thank you for your assistance with this matter.

Very truly yours,

A handwritten signature in dark ink, appearing to read "Leslie N. Apony", written in a cursive, flowing style.

Leslie N Apony

Enclosure

cc: E.Y. Snowden

.....  
100 Sylvan Road  
Suite 100  
Woburn, MA 01801  
tel: 781-904-5000  
fax: 781-904-5601  
[www.bcgi.net](http://www.bcgi.net)  
Boston Communications Group, Inc.

☐ Check this box if no longer subject to Section 16. Form 4 or Form 5 obligations may continue. See Instruction 1(b).

(Print or Type Responses)

## STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP

Filed pursuant to Section 16(a) of the Securities Exchange Act of 1934, Section 17(a) of the Public Utility Holding Company Act of 1935 or Section 30(h) of the Investment Company Act of 1940

OMB Number: 3235-0287  
Expires: January 31, 2005  
Estimated average burden  
hours per response: 0.5

(Print or Type Responses)

1. Name and Address of Reporting Person\*

Snowden	Edward	H.
(Last)	(First)	(Middle)

C/O Boston Communications Group Inc.  
100 Sylvan Road, Suite 100

(Street)

Wohum

MA

(State) (Zip)

(State) (Zip)

Table 1 – Non-Derivative Securities Acquired, Disposed of, or Beneficially Owned

[illegible]

**Reminder:** Report on a separate line for each class of securities beneficially owned directly or indirectly.

\* If the form is filed by more than one reporting person, see Instruction 4(b)(v).

Potential persons who are to respond to the collection of information contained in this form are not required to respond unless the form displays a currently valid OMB control number.

(Over)  
SEC 1474 (3-94)



## FORM 4 (continued)

Table II – Derivative Securities Acquired, Disposed of, or Beneficially Owned  
(e.g., puts, calls, warrants, options, convertible securities)

1. Title of Derivative Security (Instr. 3)	2. Conversion or Exercise Price of Derivative Security	3. Transaction Date (Month/Day/Year)	3A. Deemed Execution Date, if any (Month/Day/Year)	4. Transaction Code (Instr. 8)		5. Number of Derivative Securities Acquired (A) or Disposed of (D) (Instr. 3, 4, and 5)		6. Date Exercisable and Expiration Date (Month/Day/Year)		7. Title and Amount of Underlying Securities (Instr. 3 and 4)	8. Price of Derivative Security (Instr. 5)	9. Number of Derivative Securities Beneficially Owned Following Reported Transaction(s) (Instr. 4)	10. Ownership Form of Derivative Securities Beneficially Owned at End of Month (Instr. 4)	11. Nature of Indirect Beneficial Ownership (Instr. 4)
				Code	V	(A)	(D)	Date Exercisable	Expiration Date					
Stock Option (right to buy)	6.00	10/28/02	-	X	-	0	1,100	2/28/01	4/18/10	Common Stock	0	262,000	D	-

Edward H. Snowden

by Edward H. Snowden  
 \*\*Signature of Reporting Person  
 pursuant to a power of attorney dated  
 8/31/02 (copy attached)

\*\*Intentional misstatements or omissions of facts constitute Federal Criminal Violations.  
 See 18 U.S.C. 1001 and 15 U.S.C. 78ff(a).

Note: File three copies of this Form, one of which must be manually signed.  
 If space is insufficient, see Instruction 6 for procedure.

Date

10/29/02



BY OVERNIGHT DELIVERY

October 29, 2002

Securities and Exchange Commission  
Filing Room  
450 Fifth Street, N.W.  
Judiciary Plaza  
Washington, DC 20549

Re: Boston Communications Group, Inc. - Section 16 Reporting

Dear Sir/Madam:

Enclosed for filing are three copies, one of which is manually signed, of a Statement of Changes in Beneficial Ownership on Form 4 for E. Y. Snowden, a director and officer of Boston Communications Group, Inc.

If there are any questions regarding this filing, please call me at (781) 904-5000. Thank you for your assistance with this matter.

Very truly yours,

A handwritten signature in dark ink, appearing to read "Thomas H. Kelly", is written over a horizontal line.

Thomas H. Kelly

Enclosure

cc: E.Y. Snowden

.....  
100 Sylvan Road  
Suite 100  
Woburn, MA 01891  
tel: 781-904-5000  
fax: 781-904-5601  
www.bcginc.com  
Boston Communications Group, Inc.

**o** Check this box if no longer subject to Section 16. Form 4 or Form 5 obligations may continue. See Instruction 1(b).

Filed pursuant to Section 16(a) of the Securities Exchange Act of 1934, Section 17(a) of the Public Utility Holding Company Act of 1935 or Section 30(h) of the Investment Company Act of 1940

(Print or Type Responses)

OMB Number.....3235-0287  
Expires:.....January 31, 2005  
Estimated average burden  
hours per response.....0.5

Case 1:05-cv-11165-WGY Document 24-9

Filed 12/02/2005 Page 61 of 79

SHC 1474 (390)

## Table I – Non-Derivative Securities Acquired, Disposed of, or Beneficially Owned

[illegible]

Reminder: Report on a separate line for each class of securities beneficially owned directly or indirectly.

\* If the firm is filed by more than one reporting person, see instruction 4(b)(v).

Potential persons who are to respond to the collection of information contained in this form are not required to respond unless the form displays a currently valid OMB control number.

Table II – Derivative Securities Acquired, Disposed of, or Beneficially Owned  
(e.g., puts, calls, warrants, options, convertible securities)[illegible]

**Explanation of Responses:**

(1) Exercisable in three equal installments commencing on the anniversary of the date of grant. Subject to accelerated vesting in whole or in part based on performance goals being met.

(2) Exercisable in three equal installments commencing on the anniversary of the date of grant.

\* In addition, 180,000 are held indirectly (60,000 by the Bradford Irrevocable Trust, 60,000 by the Mallery Trust, f/o/b the children of the reporting person.

## Intentional misstatements or omissions of facts constitute Federal Criminal Violations.

See 18 U.S.C. 1001 and 15 U.S.C. 78ff(a).

**\*\*Signature of Reporting Person**

Date \_\_\_\_\_

**Note:** File three copies of this Form, one of which must be manually signed.

If space is insufficient, see Instruction 6 for procedure.

Potential persons who are to respond to the collection of information contained in this form are not required to respond unless the form displays a currently valid OMB control number.



BY OVERNIGHT DELIVERY

October 17, 2002

Securities and Exchange Commission  
Filing Room  
450 Fifth Street, N.W.  
Judiciary Plaza  
Washington, DC 20549

Re: Boston Communications Group, Inc. - Section 16 Reporting

Dear Sir/Madam:

Enclosed for filing are three copies, one of which is manually signed, of a Statement of Changes in Beneficial Ownership on Form 4 for E.Y. Snowden, a director and officer of Boston Communications Group, Inc.

If there are any questions regarding this filing, please call me at (781) 904-5000. Thank you for your assistance with this matter.

Very truly yours,

A handwritten signature in blue ink, which appears to read "Leslie N. Apony", is positioned above the printed name.

Leslie N. Apony

Enclosure

cc: E.Y. Snowden

.....  
100 Sylvan Road  
Suite 100  
Woburn, MA 01801  
tel: 781-904-5000  
fax: 781-904-5601  
[www.bcgi.net](http://www.bcgi.net)  
Boston Communications Group, Inc

☐ Check this box if no longer subject to Section 16. Form 4 or Form 5 obligations may continue. See Instruction 1(b).

## STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP

Filed pursuant to Section 16(a) of the Securities Exchange Act of 1934, Section 17(a) of the Public Utility Holding Company Act of 1935 or Section 30(f) of the Investment Company Act of 1940

(Print or Type Responses)

1. Name and Address of Reporting Person*		2. Issuer Name and Ticker or Trading Symbol		6. Relationship of Reporting Person(s) to Issuer (Check all applicable)	
Snowden Edward (Last) (First) (Middle)		Boston Communications Group Inc (BCGI)		<input checked="" type="checkbox"/> Director <input type="checkbox"/> Officer (give title below) <input type="checkbox"/> 10% Owner <input type="checkbox"/> Other (specify below)	
Boston Communications Group		3. I.R.S. Identification Number of Reporting Person, if an entity (voluntary)		7. Individual or Joint/Group Filing (Check Applicable)	
100 Sylvan Road Suite 100		. 10/02		<input checked="" type="checkbox"/> Form filed by One Reporting Person <input type="checkbox"/> Form filed by More than One Reporting Person	
Woburn MA 01801 (City) (State) (Zip)		5. If Amendment, Date of Original (Month/Year)			

Table I — Non-Derivative Securities Acquired, Disposed of, or Beneficially Owned

1. Title of Security (Instr. 3)	2. Transaction Date (Month/Day/Year)	3. Transaction Code (Instr. 8)	4. Securities Acquired (A) or Disposed of (D) (Instr. 3, 4 and 5)		5. Amount of Securities Beneficially Owned at End of Month (Instr. 3 and 4)	6. Ownership Form: Direct (D) or Indirect (I) (Instr. 4)	7. Nature of Indirect Beneficial Ownership (Instr. 4)
			Code	V			
Common Stock	10/3/02	*	S	-	2,600	D	-

\* Pursuant to a 10b 5-1 plan.

Reminder: Report on a separate line for each class of securities beneficially owned directly or indirectly.  
 \* If the form is filed by more than one reporting person, see Instruction 4(b)(v).







BY OVERNIGHT DELIVERY

October 4, 2002

Securities and Exchange Commission  
Filing Room  
450 Fifth Street, N.W.  
Judiciary Plaza  
Washington, DC 20549

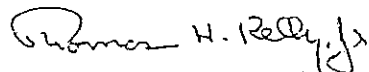
Re: Boston Communications Group, Inc. - Section 16 Reporting

Dear Sir/Madam:

Enclosed for filing are three copies, one of which is manually signed, of a Statement of Changes in Beneficial Ownership on Form 4 for E.Y. Snowden, a director and officer of Boston Communications Group, Inc.

If there are any questions regarding this filing, please call me at (781) 904-5264. Thank you for your assistance with this matter.

Very truly yours,

  
Thomas H. Kelly, Jr.

Enclosure

cc: E.Y. Snowden

.....  
100 Sylvan Road  
Suite 100  
Woburn, MA 01801  
tel: 781-904-5000  
fax: 781-904-5601  
[www.bcgi.net](http://www.bcgi.net)  
Boston Communications Group, Inc.



Potential persons who are to respond to the collection of information contained in this form are not required to respond unless the form displays a currently valid OMB Number.

Edward A. Ford  
Date 10-3-02



BY OVERNIGHT DELIVERY

October 3, 2002

Securities and Exchange Commission  
Filing Room  
450 Fifth Street, N.W.  
Judiciary Plaza  
Washington, DC 20549

Re: Boston Communications Group, Inc. - Section 16 Reporting

Dear Sir/Madam:

Enclosed for filing are three copies, one of which is manually signed, of a Statement of Changes in Beneficial Ownership on Form 4 for E.Y. Snowden, a director and officer of Boston Communications Group, Inc.

If there are any questions regarding this filing, please call me at (781) 904-5264. Thank you for your assistance with this matter.

Very truly yours,

A handwritten signature in black ink, appearing to read "Thomas H. Kelly", is written over a horizontal line. The signature is fluid and cursive, with a long, sweeping tail that extends downwards and to the right.

Thomas H. Kelly

Enclosure

cc: E.Y. Snowden

.....  
100 Sylvan Road  
Suite 100  
Woburn, MA 01801  
tel: 781-904-5000  
fax: 781-904-5601  
www.bcg-net  
Boston Communications Group, Inc.

UNITED STATES SECURITIES AND EXCHANGE COMMISSION  
Washington, D.C. 20549

Washington, D.C. 20549

## STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP

Filed pursuant to Section 16(a) of the Securities Exchange Act of 1934, Section 17(a) of the Public Utility Holding Company Act of 1935 or Section 30(f) of the Investment Company Act of 1940

FORM 4

☐ Click this box if no longer subject to Section 16. Form 4 or Form 5 obligations may continue. See Instruction 1(b).

(Print or Type Responses)

1. Name and Address of Reporting Person*		2. Issuer Name and Ticker or Trading Symbol	6. Relationship of Reporting Person(s) to Issuer (Check all applicable)
Snowden	Edward	Boston Communications Group, Inc. (BCGI)	<input checked="" type="checkbox"/> Director <input checked="" type="checkbox"/> Officer (give title below) President & CEO
(Last)	(First)	3. I.R.S. Identification Number of Reporting Person, if an entity (voluntary)	10% Owner Other (specify below)
Boston Communications Group	(Middle)	4. Statement for Month/Year	
100 Sylvan Road, Suite 100		12/01	
(Street)		5. If Amendment, Date of Original (Month/Year)	
Woburn	MA		7. Individual or Joint/Group Filing (Check Applicable Line) <input checked="" type="checkbox"/> Form filed by One Reporting Person <input type="checkbox"/> Form filed by More than One Reporting Person
(City)	(State)		
	01801		
	(Zip)		

[illegible]

Reminder: Report on a separate line for each class of securities beneficially owned directly or indirectly.

- If the form is filed by more than one reporting person, see Instruction 4(b)(v).

SEC 1474 (7-9%) (Over)







BY OVERNIGHT DELIVERY

January 9, 2002

Securities and Exchange Commission  
Filing Room  
450 Fifth Street, N.W.  
Judiciary Plaza  
Washington, DC 20549

Re: Boston Communications Group, Inc. - Section 16 Reporting

Dear Sir/Madam:

Enclosed for filing are three copies, one of which is manually signed, of a Statement of Changes in Beneficial Ownership on Form 4 for E.Y. Snowden, a director and officer of Boston Communications Group, Inc.

If there are any questions regarding this filing, please call me at (781) 904-5000. Thank you for your assistance with this matter.

Very truly yours,

A handwritten signature in black ink, appearing to read "Alan J. Bouffard", written in a cursive style.

Alan J. Bouffard

Enclosure

cc: E.Y. Snowden

.....  
100 Sylvan Road  
Suite 100  
Woburn, MA 01801  
tel: 781-904-5000  
fax: 781-904-5601  
[www.bcgi.net](http://www.bcgi.net)  
Boston Communications Group, Inc.

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STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP

Filed pursuant to Section 16(a) of the Securities Exchange Act of 1934, Section 17(a) of the Public Utility Holding Company Act of 1935 or Section 30(f) of the Investment Company Act of 1940

OMB APPROV: L  
OMB Number: 32-05-028/  
Expires: September 30, 1998  
Estimated average burden  
hours per response: 0.08

STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP

Filed pursuant to Section 16(a) of the Securities Exchange Act of 1934, Section 17(a) of the Public Utility Holding Company Act of 1935 or Section 30(f) of the Investment Company Act of 1940

[illegible]

Reminder: Report on a separate line for each class of securities beneficially owned directly or indirectly.  
 \* If the form is filed by more than one reporting person, see Instruction 4(b)(v).

SEC 147.1 (7-91)  
(Over)

FORM 4 (continued)

Table II — Derivative Securities Acquired, Disposed of, or Beneficially Owned  
(e.g., puts, calls, warrants, options, convertible securities)

[illegible]

Explanation of Responses:	(1)	Exercisable on or after 2/28/02 if performance goals are met.	Otherwise exercisable in three equal installments commencing on the anniversary of the date of grant.
(2)	Exercisable in three equal installments.		

\* In addition, 180,000 are held indirectly. 660,000.

60,000 by the Mallory Trust, f/b/o the children of the reporting person. Irrevocable Trust, 60,000 by the Sophie Trust,  
See 18 U.S.C. 1001 and 15 U.S.C. 78ff(a).  
Signature of Reporting Person  
11-09-01  
Date

Date \_\_\_\_\_

**Note:** File three copies of this Form, one of which must be manually signed. If space is insufficient, see Instruction 6 for procedure.

Potential person required to re-who are to respond to the collection of information contained in this form are I unless the form displays a currently valid OMB Number.

UNITED STATES SECURITIES AND EXCHANGE COMMISSION  
Washington, D.C. 20549

**STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP**

Filed pursuant to Section 16(a) of the Securities Exchange Act of 1934, Section 17(a) of the Public Utility Holding Company Act of 1935 or Section 30(f) of the Investment Company Act of 1940

ONID Number: . 3235-0287  
Expires: September 30, 1998  
Estimated average burden  
hours per response. . . . . 2.5

# STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP

1. Name and Address of Reporting Person*	2. Issuer Name and Ticker or Trading Symbol	6. Relationship of Reporting Person(s) to Issuer (Check all applicable)	7. Individual or Joint/Group Filing (Check Applicable) <input checked="" type="checkbox"/> Form filed by One Reporting Person <input type="checkbox"/> Form filed by More than One Reporting Person
Snowden Edward (Last) (First) (Middle)	Boston Communications Group, Inc./BCGI	<input checked="" type="checkbox"/> Director <input checked="" type="checkbox"/> Officer (give title below) CEO	
Boston Communications Group, Inc. 100 Sylvan Road, Suite 100 (Street)	3. I.R.S. Identification Number of Reporting Person, if an entity (voluntary) 4. Statement for Month/Year 10/01		
Woburn MA 01801	5. If Amendment, Date of Original (Month/Year)		

Table 1 — Non-Derivative Securities Acquired, Disposed of, or Beneficially Owned

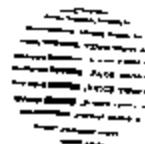
[illegible]

Reminder: Report on a separate line for each class of securities beneficially owned directly or indirectly.  
\* If the form is filed by more than one reporting person, see Instruction 4(b)(v).





DEC-02-2005 13:37

BOSTON  
COMMUNICATIO  
GROUP

BY OVERNIGHT DELIVERY

May 5, 1999

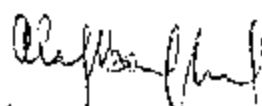
Securities and Exchange Commission  
Filing Room  
450 Fifth Street, N.W.  
Judiciary Plaza  
Washington, DC 20549Re: Boston Communications Group, Inc. - Section 16 Reporting

Dear Sir/Madam:

Enclosed for filing are three copies, one of which is manually signed, of a Statement of Changes in Beneficial Ownership on Form 4 for Edward H. Snowden, a Director and Officer of Boston Communications Group, Inc.

If there are any questions regarding this filing, please call me at (617) 476-4603. Thank you for your assistance with this matter.

Very truly yours,

  
Alan J. Bouffard

Enclosure

cc: Edward H. Snowden

UNITED STATES SECURITIES AND EXCHANGE COMMISSION  
Washington, D.C. 20549

STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP

2. Issuer Name and address

OMB APPROVAL  
OMB Number: 3235-024  
Expires: September 30, 1995  
Estimated average burden  
hours per response: 8

☐ Check this box if no longer subject to Section 16. Form 4 or Form 5 obligations may continue. See Instructions 1(u).

Phylum Type Reaction:

1. Name and Address of Reporting Person:

Snowden	Edward	H.
(Last)	(First)	(Middle)
c/o Boston Communications Group, Inc.		
100 Sylvan Road		
(Street)		
Woburn	MA	01801
(City)	(State)	

2. Issuer Name and Ticker or Trading Symbol		Boston Communications Group, Inc. (BCGI)	
3. U.S. Identification Number of Reporting Person, if an entity (voluntary)	4. Statement for Month/Year		
	5. If Amendment, Date of Original (Month/Year)		

Robert C. ...

**Boston Communications Group, Inc. (BCGI)**

Number of Reporting Person, if an individual	Statement for Month/Year
1	12/2000
2	12/2000
3	12/2000
4	12/2000
5	12/2000
6	12/2000
7	12/2000
8	12/2000
9	12/2000
10	12/2000
11	12/2000
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95	12/2000
96	12/2000
97	12/2000
98	12/2000
99	12/2000
100	12/2000

4/99

5. If Amendment, Date of Orig.

Date of Original (Month/Year)
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Table 1 — Non-Derivative Securities Account

Trans-	3, Trans-	4, Securities Acquired (A)
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Code	or Disposed of (D)	(Date 3, 4 and 5)
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(1987-8)

1	2	3	4	5	6	7	8	9	10	11	12	13	14	15	16	17	18	19	20	21	22	23	24	25	26	27	28	29	30	31	32	33	34	35	36	37	38	39	40	41	42	43	44	45	46	47	48	49	50	51	52	53	54	55	56	57	58	59	60	61	62	63	64	65	66	67	68	69	70	71	72	73	74	75	76	77	78	79	80	81	82	83	84	85	86	87	88	89	90	91	92	93	94	95	96	97	98	99	100
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Code	Y	Amount	(A) or (B)
------	---	--------	------------

	(D)	Price

1	2	3	4	5	6	7	8	9	10	11	12	13	14	15	16	17	18	19	20	21	22	23	24	25	26	27	28	29	30	31	32	33	34	35	36	37	38	39	40	41	42	43	44	45	46	47	48	49	50	51	52	53	54	55	56	57	58	59	60	61	62	63	64	65	66	67	68	69	70	71	72	73	74	75	76	77	78	79	80	81	82	83	84	85	86	87	88	89	90	91	92	93	94	95	96	97	98	99	100
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[illegible][illegible]

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[illegible][illegible][illegible]

1

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1. *Introduction*

4 If the form is filed by more than one person:

(Pantufutov) 1-348.0.1

Table 11 -- Derivative Securities Acquired, Disposed of, or Beneficially Owned  
(*e.g.*, puts, calls, warrants, options, convertible securities)

[illegible]

### Explanation of Response:

\*In addition, 180,000 are indirectly held (60,000 by the Mallorys, 60,000 by The Mallorys, and 60,000 by performance goals for 1999 are met.

2,000 the children of the reporting person. (as previously reported).

44 Intentional misstatements or omissions of facts constitute Federal Criminal Violations.  
Sec. 18 U.S.C. 1001 and 15 U.S.C. 78ff(a).

Signature of Reporting Person

Note: File three copies of this Form, and see Instruction 6 for procedure.

See instruction 6 for procedure.

# **Exhibit 29 - Part 1**

**FORM 4**

☐ Check this box if no longer subject to Section 16. Form 4 or Form 5 obligations may continue. See Instruction 1(b).

**UNITED STATES SECURITIES AND EXCHANGE COMMISSION**

Washington, D.C. 20549

**STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP OF SECURITIES**

Filed pursuant to Section 16(a) of the Securities Exchange Act of 1934, Section 17(a) of the Public Utility Holding Company Act of 1935 or Section 30(h) of the Investment Company Act of 1940

**OMB APPROVAL**

OMB Number: 3235-0287  
Expires: January 31, 2008  
Estimated average burden hours per response... 05

**(Print or Type Responses)**

1. Name and Address of Reporting Person *		2. Issuer Name and Ticker or Trading Symbol		5. Relationship of Reporting Person(s) to Issuer (Check all applicable)	
WALKER KAREN A		BOSTON COMMUNICATIONS GROUP INC [bcgi]		____ Director ____ 10% Owner ____ Other (specify below) VP Fin Admin & CFO	
(Last) (First) (Middle)		3. Date of Earliest Transaction (Month/Day/Year)			
55 Middlesex Turnpike		03/28/2005			
(Street)		4. If Amendment, Date of Original Filed (Month/Day/Year)		6. Individual or Joint/Group Filing (Check Applicable Line) ____ Form filed by One Reporting Person ____ Form filed by More than One Reporting Person	
Bedford, MA 01730					
(City) (State) (Zip)					

**Table I - Non-Derivative Securities Acquired, Disposed of, or Beneficially Owned**

1. File of Security (Instr. 3)	2. Transaction Date (Month/Day/Year)	2A. Deemed Execution Date, if any (Month/Day/Year)	3. Transaction Code (Instr. 8)	4. Securities Acquired (A) or Disposed of (D) (Instr. 3, 4 and 5)	5. Amount of Securities Beneficially Owned Following Reported Transaction(s) (Instr. 3 and 4)	6. Ownership Form: Direct (D) or Indirect (I) (Instr. 4)	7. Nature of Indirect Beneficial Ownership (Instr. 4)
			Code	V Amount (D) Price			

Reminder: Report on a separate line for each class of securities beneficially owned directly or indirectly.

Persons who respond to the collection of information contained in this form are not required to respond unless the form displays a currently valid OMB control number.

SEC 1474 (9-00)

**Table II - Derivative Securities Acquired, Disposed of, or Beneficially Owned  
(e.g., puts, calls, warrants, options, convertible securities)**

1. File of Security (Instr. 3)	2. Conversion or Exercise Price of Derivative Security	3. Transaction Date (Month/Day/Year)	3A. Deemed Execution Date, if any (Month/Day/Year)	4. Transaction Code (Instr. 8)	5. Number of Derivative Securities Acquired (A) or Disposed of	6. Date Exercisable and Expiration Date (Month/Day/Year)	7. Title and Amount of Underlying Securities (Instr. 3 and 4)	8. Price of Derivative Security (Instr. 5)	9. Number of Derivative Securities Beneficially Owned Following	10. Ownership Form of Derivative Security: Direct (D) or Indirect	11. Nature of Indirect Beneficial Ownership (Instr. 4)
-----------------------------------	--	---	---	-----------------------------------	--	---	--	---	---	---	---

				(D) (Instr. 3, 4, and 5)			Expiration Date	Title	Amount or Number of Shares	Reported Transaction (s) (Instr. 4)	(I) (Instr. 4)
				Code	V	(A) (D)					
Stock Options (Right to Buy)	\$7.29	03/28/2005		A		22,500	03/28/2006 (1)	Common Stock	22,500	\$ 0	D

## Reporting Owners

Reporting Owner Name / Address	Relationships		
	Director	10% Owner	Officer
WALKER KAREN A 55 Middlesex Turnpike Bedford, MA 01730			VP Fin Admin & CFO

## Signatures

Karen Walker 03/29/2005

\*\*Signature of Reporting Person

Date

## Explanation of Responses:

- \* If the form is filed by more than one reporting person, see Instruction 4(b)(v).
- \*\* Intentional misstatements or omissions of facts constitute Federal Criminal Violations. See 18 U.S.C. 1001 and 15 U.S.C. 78ff(a).
- (1) Exercisable in three equal installments commencing on the anniversary of the date of grant.

Note: File three copies of this Form, one of which must be manually signed. If space is insufficient, see Instruction 6 for procedure.

Potential persons who are to respond to the collection of information contained in this form are not required to respond unless the form displays a currently valid OMB number.



**Meredith McGuire**

---

**From:** Edgar.Postmaster@sec.gov  
**Sent:** Wednesday, March 30, 2005 4:27 PM  
**To:** abouffard@bcgi.net; secnotices@sendd.com; mmcguire@bcgi.net; lapony@bcgi.net  
**Subject:** ACCEPTED FORM TYPE 4 (0001181431-05-019142)

THE FOLLOWING SUBMISSION HAS BEEN ACCEPTED BY THE U.S. SECURITIES AND EXCHANGE COMMISSION.

COMPANY: BOSTON COMMUNICATIONS GROUP INC  
FORM TYPE: 4 NUMBER OF DOCUMENTS: 1  
RECEIVED DATE: 30-Mar-2005 16:27 ACCEPTED DATE: 30-Mar-2005 16:27  
FILING DATE: 30-Mar-2005 16:27  
TEST FILING: NO CONFIRMING COPY: NO

ACCESSION NUMBER: 0001181431-05-019142

FILE NUMBER(S):  
1. 000-28432

THE PASSWORD FOR LOGIN CIK 0001181431 WILL EXPIRE 22-Apr-2005 21:41.

PLEASE REFER TO THE ACCESSION NUMBER LISTED ABOVE FOR FUTURE INQUIRIES.

REPORTING OWNER(S):

1. CIK: 0001198583  
OWNER: WALKER KAREN A  
FORM TYPE: 4  
FILE NUMBER(S):  
1. 000-28432

ISSUER:

2. CIK: 0001012887  
COMPANY: BOSTON COMMUNICATIONS GROUP INC

----- NOTICE -----

URGENT: Verify that all of your addresses on the EDGAR database are correct. An incorrect address in the EDGAR Accounting Contact Name and Address information may result in your fee Account Activity Statement being returned to the SEC as undeliverable. Please correct outdated addresses via the EDGAR filing website.

The EDGAR system is available to receive and process filings from 6:00 a.m. to 10:00 p.m. Eastern Time on business days. Filer Support staff members are available to respond to requests for assistance from 7:00 a.m. to 7:00 p.m. Eastern Time.

We strongly encourage you to visit the Filing Website at <https://www.edgarfiling.sec.gov>. You can download our current version of the EDGARLink/Windows software and templates, the Filer Manual, receive on-line help, and access Frequently Asked Questions.

**FORM 4**

Check this box if no longer subject to Section 16. Form 4 or Form 5 obligations may continue. See Instruction 1(b).

**UNITED STATES SECURITIES AND EXCHANGE COMMISSION**  
Washington, D.C. 20549

**STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP OF SECURITIES**

Filed pursuant to Section 16(a) of the Securities Exchange Act of 1934, Section 17(a) of the Public Utility Holding Company Act of 1935 or Section 30(h) of the Investment Company Act of 1940

OMB APPROVAL	
OMB Number: 3235-0287	
Expires: January 31, 2008	
Estimated average burden hours per response...	0.5

(Print or Type Responses)

1. Name and Address of Reporting Person *		2. Issuer Name and Ticker or Trading Symbol		5. Relationship of Reporting Person(s) to Issuer (Check all applicable)	
WALKER KAREN A		BOSTON COMMUNICATIONS GROUP INC [bcgi]		<input type="checkbox"/> Director <input checked="" type="checkbox"/> Officer (give title below) <input type="checkbox"/> 10% Owner <input type="checkbox"/> Other (specify below) VP Fin Admin & CFO	
(Last) (First) (Middle)		3. Date of Earliest Transaction (Month/Day/Year)			
55 Middlesex Turnpike		02/28/2005			
(Street)		4. If Amendment, Date of Original Filed (Month/Day/Year)			
Bedford, MA 01730				6. Individual or Joint/Group Filing (Check Applicable Line) <input checked="" type="checkbox"/> Form filed by One Reporting Person <input type="checkbox"/> Form filed by More than One Reporting Person	
(City) (State) (Zip)					

**Table 1 - Non-Derivative Securities Acquired, Disposed of, or Beneficially Owned**

1. Title of Security (Instr. 3)	2. Transaction Date (Month/Day/Year)	2A. Deemed Execution Date, if any (Month/Day/Year)	3. Transaction Code (Instr. 8)	4. Securities Acquired (A) or Disposed of (D) (Instr. 3, 4 and 5)		5. Amount of Securities Beneficially Owned Following Reported Transaction(s) (Instr. 3 and 4)	6. Ownership Form: Direct (D) or Indirect (I) (Instr. 4)	7. Nature of Indirect Beneficial Ownership (Instr. 4)
				V	(A) or (D)			
Common Stock	02/28/2005		P(1)		Amount (D)	6,440	D	
					Price	\$6.409		

Reminder: Report on a separate line for each class of securities beneficially owned directly or indirectly.

Persons who respond to the collection of information  
contained in this form are not required to respond  
unless the form displays a currently valid OMB control  
number.

SEC 1474 (9-02)

1. Title of Derivative Security (Instr. 3)	2. Conversion or Exercise Price of Derivative Security	3. Transaction Date (Month/Day/Year)	3A. Deemed Execution Date, if any (Month/Day/Year)	4. Transaction Code (Instr. 8)	5. Number of Derivative Securities Acquired (A) or Disposed of (D) (Instr. 3, 4, and 5)	6. Date Exercisable and Expiration Date (Month/Day/Year)	7. Title and Amount of Underlying Securities (Instr. 3 and 4)	8. Price of Derivative Security (Instr. 5)	9. Number of Derivative Securities Beneficially Owned Following Reported Transaction (s) (Instr. 4)	10. Ownership Form of Derivative Security: Direct (D) or Indirect (I) (Instr. 4)	11. Other Information
				Code	V (A) (D)	Date Exercisable	Expiration Date	Amount or Number of Shares			

Reporting Owner Name / Address	Relationships		
	Director	10% Owner	Officer
WALKER KAREN A 55 Middlesex Turnpike Bedford, MA 01730			VP Fin Admin & CFO

Karen A. Walker  
03/01/2005

Signature of Reporting Person \_\_\_\_\_ Date \_\_\_\_\_

\* If the form is filed by more than one reporting person, see Instruction 4(b)(v).

\*\* Intentional misstatements or omissions of facts constitute Federal Criminal Violations. See 18 U.S.C. 1001 and 15 U.S.C. 78ff(a).  
(1) Shares purchased under bcgi's Employee Stock Purchase Plan.

Note: File three copies of this Form, one of which must be manually signed. If space is insufficient, see Instruction 6 for procedure.

Potential persons who are to respond to the collection of information contained in this form are not required to respond unless the form displays a currently valid OMB number.

Meredith McGuire

---

From: Edgar.Postmaster@sec.gov  
Sent: Tuesday, March 01, 2005 11:23 AM  
To: abouffard@bcgi.net; secnotices@sendd.com; mmcguire@bcgi.net; lapony@bcgi.net  
Subject: ACCEPTED FORM TYPE 4 (0001181431-05-013205)

THE FOLLOWING SUBMISSION HAS BEEN ACCEPTED BY THE U.S. SECURITIES AND EXCHANGE COMMISSION.

COMPANY: BOSTON COMMUNICATIONS GROUP INC  
FORM TYPE: 4 NUMBER OF DOCUMENTS: 1  
RECEIVED DATE: 01-Mar-2005 11:23 ACCEPTED DATE: 01-Mar-2005 11:23  
FILING DATE: 01-Mar-2005 11:23  
TEST FILING: NO CONFIRMING COPY: NO

ACCESSION NUMBER: 0001181431-05-013205

FILE NUMBER(S):  
1. 000-28432

THE PASSWORD FOR LOGIN CIK 0001181431 WILL EXPIRE 22-Apr-2005 21:41.

PLEASE REFER TO THE ACCESSION NUMBER LISTED ABOVE FOR FUTURE INQUIRIES.

REPORTING OWNER(S):

1. CIK: 0001198583  
OWNER: WALKER KAREN A  
FORM TYPE: 4  
FILE NUMBER(S):  
1. 000-28432

ISSUER:

2. CIK: 0001012887  
COMPANY: BOSTON COMMUNICATIONS GROUP INC

----- NOTICE -----

URGENT: Verify that all of your addresses on the EDGAR database are correct. An incorrect address in the EDGAR Accounting Contact Name and Address information may result in your fee Account Activity Statement being returned to the SEC as undeliverable. Please correct outdated addresses via the EDGAR filing website.

The EDGAR system is available to receive and process filings from 6:00 a.m. to 10:00 p.m. Eastern Time on business days. Filer Support staff members are available to respond to requests for assistance from 7:00 a.m. to 7:00 p.m. Eastern Time.

We strongly encourage you to visit the Filing Website at <https://www.edgarfiling.sec.gov>. You can download our current version of the EDGARLink/Windows software and templates, the Filer Manual, receive on-line help, and access Frequently Asked Questions.

**UNITED STATES SECURITIES AND EXCHANGE COMMISSION**  
Washington, D.C. 20549

# STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP OF SECURITIES

Filed pursuant to Section 16(a) of the Securities Exchange Act of 1934, Section 17(a) of the Public Utility Holding Company Act of 1935 or Section 30(h) of the Investment Company Act of 1940

OMB Number: 32  
Expires: January 3  
Estimated average burden  
hours per response...

Case 1:05-cv-11165-WGY

Document 24-10

Filed 12/02/2005

Page 9 of 65

(Print or Type Responses)

1. Name and Address of Reporting Person - WAI KER KAREN A	(First) (Middle) (Last)	2. Issuer Name and Ticker or Trading Symbol BOSTON COMMUNICATIONS GROUP INC [bcgi]	5. Relationship of Reporting Person(s) to Issuer (Check all applicable)  _____ Director _____ 10% Owner <input checked="" type="checkbox"/> _____ Officer (give title below) _____ Other (specify below) VP Fin Admin & CFO
100 Sylvan Road, Suite 100  Woburn, MA 01801	(Street)	3. Date of Earliest Transaction (Month/Day/Year) 08/31/2004	6. Individual or Joint/Group Filing (Check Applicable Line) <input checked="" type="checkbox"/> Form filed by One Reporting Person _____ Form filed by More than One Reporting Person

Table I - Non-Derivative Securities Acquired, Disposed of, or Beneficially Owned

1. Title of Security (Instr. 3)	2. Transaction Date (Month/Day/Year)	2A. Deemed Execution Date, if any (Month/Day/Year)	3. Transaction Code (Instr. 8)	4. Securities Acquired (A) or Disposed of (D) (Instr. 3, 4 and 5)		5. Amount of Securities Beneficially Owned Following Reported Transaction(s) (Instr. 3 and 4)	6. Ownership Form: Direct (D) or Indirect (I) (Instr. 4)	7. Name of Beneficial Owner (Instr. 5)
Common Stock	08/31/2004		Code	V	Amount	Price		
			P(1)		814	A \$6.6725	D	

**Reminder:** Report on a separate line for each class of securities beneficially owned directly or indirectly.

Persons who respond to the collection of information contained in this form are not required to respond unless the form displays a currently valid OMB control number.

SEC 147.1 (5)

**Table II - Derivative Securities Acquired, Disposed of, or Beneficially Owned  
(*e.g.*, puts, calls, warrants, options, convertible securities)**

[illegible]



[illegible]

# Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
WALKER KAREN A 100 Sylvan Road Suite 100 Woburn, MA 01801			VP Fin Admin & CFO	

## Signatures

Karen Walker

Signature of Reporting Person Kennecaw Date 9/8/04

## Explanation of Responses:

- \* If the form is filed by more than one reporting person, *see* Instruction 4(b)(v).
- \*\* Intentional misstatements or omissions of facts constitute Federal Criminal Violations. *See* 18 U.S.C. 1001 and 15 U.S.C. 78ff(a).
- (1) Shares purchased under bcgi's Employee Stock Purchase Plan.

**Note:** File three copies of this Form, one of which must be manually signed. If space is insufficient, see Instruction 6 for procedure.

potential persons who are to respond to the collection of information contained in this form are not required to respond unless the form displays a currently valid OMB number.

Leslie Apony

---

From: Edgar.Postmaster@sec.gov  
Sent: Wednesday, September 08, 2004 12:44 PM  
To: kwalker@bcgi.net; secnotices@sendd.com; lapony@bcgi.net  
Subject: ACCEPTED FORM TYPE 4 (0001181431-04-043197)

THE FOLLOWING SUBMISSION HAS BEEN ACCEPTED BY THE U.S. SECURITIES AND EXCHANGE COMMISSION.

COMPANY: BOSTON COMMUNICATIONS GROUP INC  
FORM TYPE: 4 NUMBER OF DOCUMENTS: 1  
RECEIVED DATE: 08-Sep-2004 12:44 ACCEPTED DATE: 08-Sep-2004 12:44  
FILING DATE: 08-Sep-2004 12:44  
TEST FILING: NO CONFIRMING COPY: NO

ACCESSION NUMBER: 0001181431-04-043197

FILE NUMBER(S):  
1. 000-28432

THE PASSWORD FOR LOGIN CIK 0001181431 WILL EXPIRE 22-Apr-2005 21:41.

PLEASE REFER TO THE ACCESSION NUMBER LISTED ABOVE FOR FUTURE INQUIRIES.

REPORTING OWNER(S):

1. CIK: 0001198583  
OWNER: WALKER KAREN A  
FORM TYPE: 4  
FILE NUMBER(S):  
1. 000-28432

ISSUER:

2. CIK: 0001012887  
COMPANY: BOSTON COMMUNICATIONS GROUP INC

----- NOTICE -----

URGENT: Verify that all of your addresses on the EDGAR database are correct. An incorrect address in the EDGAR Accounting Contact Name and Address information may result in your fee Account Activity Statement being returned to the SEC as undeliverable. Please correct outdated addresses via the EDGAR filing website.

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We strongly encourage you to visit the Filing Website at <https://www.edgarfiling.sec.gov>. You can download our current version of the EDGARLink/Windows software and templates, the Filer Manual, receive on-line help, and access Frequently Asked Questions.

# FORM 4

Check this box if no longer subject to Section 16. Form 4 or Form 5 obligations may continue. See instruction 1(b).

## UNITED STATES SECURITIES AND EXCHANGE COMMISSION Washington, D.C. 20549

OMB APF VAL  
OMB Number: 3235 0287  
Expires: January 31, 2005  
Estimated average burden hours per response...

### STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP OF SECURITIES

Filed pursuant to Section 16(a) of the Securities Exchange Act of 1934, Section 17(a) of the Public Utility Holding Company Act of 1935 or Section 30(h) of the Investment Company Act of 1940

(Print or Type Responses)

1. Name and Address of Reporting Person: WALKER KAREN A		2. Issuer Name and Ticker or Trading Symbol BOSTON COMMUNICATIONS GROUP INC [bcgi]		5. Relationship of Reporting Person(s) to Issuer (Check all applicable) ____ Director ____ 10% Owner ____ X Officer (give title below) VP Fin Admin & CFO	
(Last) (First) (Middle) 100 Sylvan Road, Suite 100		3. Date of Earliest Transaction (Month/Day/Year) 06/16/2004			
(Street) Woburn, MA 01801		4. If Amendment, Date of Original Filed (Month/Day/Year)		6. Individual or Joint/Group Filing (Check Applicable Line) ____ X Form filed by One Reporting Person ____ Form filed by More than One Reporting Person	
(City) (State) (Zip)					

Table I - Non-Derivative Securities Acquired, Disposed of, or Beneficially Owned									
1. Title of Security (Instr. 3)	2. Transaction Date (Month/Day/Year)	2A. Deemed Execution Date, if any (Month/Day/Year)	3. Transaction Code (Instr. 8)	4. Securities Acquired (A) or Disposed of (D) (Instr. 3, 4 and 5)	5. Amount of Securities Beneficially Owned Following Reported Transaction(s) (Instr. 3 and 4)	6. Ownership Form: Direct (D) or Indirect (I) (Instr. 4)	7. Nature of Indirect Beneficial Ownership (Instr. 4)	8. Price or Amount of Security (Instr. 3 and 4)	9. Number of Securities (Instr. 3 and 4)
Common Stock	06/16/2004		P	600 A	\$9 4,112	D			

Reminder: Report on a separate line for each class of securities beneficially owned directly or indirectly.

Persons who respond to the collection of information contained in this form are not required to respond unless the form displays a currently valid OMB control number.

SEC 1474 (03-02)

Table II - Derivative Securities Acquired, Disposed of, or Beneficially Owned (e.g., puts, calls, warrants, options, convertible securities)

1. Title of Derivative Security (Instr. 3)	2. Conversion or Exercise Price of Derivative Security	3. Transaction Date (Month/Day/Year)	3A. Deemed Execution Date, if any (Month/Day/Year)	4. Transaction Code (Instr. 8)	5. Number of Derivative Securities Acquired (A) or Disposed of (D)	6. Date Exercisable and Expiration Date (Month/Day/Year)	7. Title and Amount of Underlying Securities (Instr. 3 and 4)	8. Price or Amount of Derivative Security (Instr. 5)	9. Number of Derivative Securities Beneficially Owned Following Reported	10. Ownership Form of Derivative Security: Direct (D) or Indirect (I)	11. Name of Indirect Beneficial Owner (Instr. 4)

		(Instr. 3. and 5)		Date Exercisable	Expiration Date	Title	Amount or Number of Shares	Transaction (s) (Instr. 4)	(Instr (Instr
	Code	V	(A)						

## Reporting Owners

Reporting Owner Name / Address	Relationships		
	Director	10% Owner	Officer
WALKER KAREN A 100 Sylvan Road Suite 100 Woburn, MA 01801			VP Fin Admin & CFO

## Signatures

  
Karen Walker

06/17/2004

\*\* Signature of Reporting Person

Date

## Explanation of Responses:

- \* If the form is filed by more than one reporting person, see Instruction 4(b)(v).  
 \*\* Intentional misstatements or omissions of facts constitute Federal Criminal Violations. See 18 U.S.C. 1001 and 15 U.S.C. 78ff(a).

Note: File three copies of this Form, one of which must be manually signed. If space is insufficient, see Instruction 6 for procedure.

Potential persons who are to respond to the collection of information contained in this form are not required to respond unless the form displays a currently valid OMB number.

Leslie Apony

---

From: EDGAR@sec.gov  
Sent: Thursday, June 17, 2004 7:37 AM  
To: kwalker@bcgi.net; secnotices@sendd.com; lapony@bcgi.net  
Subject: ACCEPTED FORM TYPE 4 (0001181431-04-031205)

THE FOLLOWING SUBMISSION HAS BEEN ACCEPTED BY THE U.S. SECURITIES AND EXCHANGE COMMISSION.

COMPANY: BOSTON COMMUNICATIONS GROUP INC  
FORM TYPE: 4 NUMBER OF DOCUMENTS: 1  
RECEIVED DATE: 17-Jun-2004 11:37 ACCEPTED DATE: 17-Jun-2004 11:37  
FILING DATE: 17-Jun-2004 11:37  
TEST FILING: NO CONFIRMING COPY: NO

ACCESSION NUMBER: 0001181431-04-031205

FILE NUMBER(S):  
1. 000-28432

THE PASSWORD FOR LOGIN CIK 0001181431 WILL EXPIRE 22-Apr-2005 21:41.

PLEASE REFER TO THE ACCESSION NUMBER LISTED ABOVE FOR FUTURE INQUIRIES.

REPORTING OWNER(S):

1. CIK: 0001198583  
OWNER: WALKER KAREN A  
FORM TYPE: 4  
FILE NUMBER(S):  
1. 000-28432

ISSUER:

2. CIK: 0001012887  
COMPANY: BOSTON COMMUNICATIONS GROUP INC

----- NOTICE -----

URGENT: Verify that all of your addresses on the EDGAR database are correct. An incorrect address in the EDGAR Accounting Contact Name and Address information may result in your fee Account Activity Statement being returned to the SEC as undeliverable. Please correct outdated addresses via the EDGAR filing website.

The EDGAR system is available to receive and process filings from 6:00 a.m. to 10:00 p.m. Eastern Time on business days. Filer Support staff members are available to respond to requests for assistance from 7:00 a.m. to 7:00 p.m. Eastern Time.

We strongly encourage you to visit the Filing Website at <https://www.edgarfiling.sec.gov>. You can download our current version of the EDGARLink/Windows software and templates, the Filer Manual, receive on-line help, and access Frequently Asked Questions.

Check this box if no longer subject to Section 16. Form 4 or Form 5 obligations may continue. See instruction 1(b).

**UNITED STATES SECURITIES AND EXCHANGE COMMISSION**  
Washington, D.C. 20549

**STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP OF SECURITIES**

Filed pursuant to Section 16(a) of the Securities Exchange Act of 1934, Section 17(a) of the Public Utility Holding Company Act of 1935 or Section 30(h) of the Investment Company Act of 1940

OMB APP /AL 3235-0287  
Expires: January 31, 2005  
Estimated average burden hours per response... 5

(Print or Type Responses)

1. Name and Address of Reporting Person <sup>2</sup> WAI KER KAREN A		2. Issuer Name and Ticker or Trading Symbol BOSTON COMMUNICATIONS GROUP INC [begi]		5. Relationship of Reporting Person(s) to Issuer (Check all applicable) ____ Director <input checked="" type="checkbox"/> Officer (give title below) VP Fin Admin & CFO ____ 10% Owner ____ Other (specify below)	
(Last) (First) (Middle) 100 Sylvan Road, Suite 100		3. Date of Earliest Transaction (Month/Day/Year) 06/02/2004			
(Street) Woburn, MA 01801		4. If Amendment, Date of Original Filed (Month/Day/Year)		6. Individual or Joint/Group Filing (Check Applicable Line) <input checked="" type="checkbox"/> Form filed by One Reporting Person ____ Form filed by More than One Reporting Person	
(City) (State) (Zip)					

**Table I - Non-Derivative Securities Acquired, Disposed of, or Beneficially Owned**

1. Title of Security (Instr. 3)	2. Transaction Date (Month/Day/Year)	2A. Deemed Execution Date, if any (Month/Day/Year)	3. Transaction Code (Instr. 8)	4. Securities Acquired (A) or Disposed of (D) (Instr. 3, 4 and 5)	5. Amount of Securities Beneficially Owned Following Reported Transaction(s) (Instr. 3 and 4)	6. Ownership Form: Direct (D) or Indirect (I) (Instr. 4)	7. Nature of Indirect Beneficial Ownership (Instr. 4)
			Code	V	Amount (D)	Price	

Reminder: Report on a separate line for each class of securities beneficially owned directly or indirectly.

Persons who respond to the collection of information contained in this form are not required to respond unless the form displays a currently valid OMB control number.

SEC 1474 (4-01)

**Table II - Derivative Securities Acquired, Disposed of, or Beneficially Owned (e.g., puts, calls, warrants, options, convertible securities)**

1. Title of Derivative Security (Instr. 3)	2. Conversion or Exercise Price of Derivative Security	3. Transaction Date (Month/Day/Year)	3A. Deemed Execution Date, if any (Month/Day/Year)	4. Transaction Code (Instr. 8)	5. Number of Derivative Securities Acquired (A) or Disposed of (D) (Instr. 3, 4, 5)	6. Date Exercisable and Expiration Date (Month/Day/Year)	7. Title and Amount of Underlying Securities (Instr. 3 and 4)	8. Price of Derivative Security (Instr. 5)	9. Number of Derivative Securities Beneficially Owned Following Reported Transaction(s)	10. Ownership Form of Derivative Security: Direct (D) or Indirect (I) (Instr. 4)
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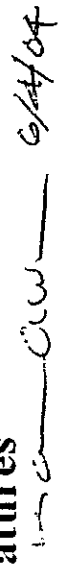


				and 5)		Expiration Date	Title	Amount or Number of Shares	(Instr. 4)
				Code	V (A) (D)				
Stock Option (Right to Buy)	\$10.68	06/02/2004	A		16,000	06/02/2005 (1)	Common Stock	16,000	\$ 0 130,165 D

## Reporting Owners

Reporting Owner Name / Address	Relationships		
	Director	10% Owner	Officer
WALKER KAREN A 100 Sylvan Road Suite 100 Woburn, MA 01801			VP Fin Admin & CFO

## Signatures

  
 Karen Walker 06/04/2004

Signature of Reporting Person

Date

## Explanation of Responses:

- \* If the form is filed by more than one reporting person, see Instruction 4(b)(v).
- \*\* Intentional misstatements or omissions of facts constitute Federal Criminal Violations. See 18 U.S.C. 1001 and 15 U.S.C. 78ff(a).
- (1) Exercisable in three equal installments commencing on the anniversary of the date of grant.

Note: File three copies of this Form, one of which must be manually signed. If space is insufficient, see Instruction 6 for procedure.

Potential persons who are to respond to the collection of information contained in this form are not required to respond unless the form displays a currently valid OMB number.

Leslie Apony

---

From: EDGAR@sec.gov  
Sent: Friday, June 04, 2004 6:47 AM  
To: kwalker@bcgi.net; secnotices@sendd.com; lapony@bcgi.net  
Subject: ACCEPTED FORM TYPE 4 (0001181431-04-029533)

THE FOLLOWING SUBMISSION HAS BEEN ACCEPTED BY THE U.S. SECURITIES AND EXCHANGE COMMISSION.

COMPANY: BOSTON COMMUNICATIONS GROUP INC  
FORM TYPE: 4 NUMBER OF DOCUMENTS: 1  
RECEIVED DATE: 04-Jun-2004 10:47 ACCEPTED DATE: 04-Jun-2004 10:47  
FILING DATE: 04-Jun-2004 10:47  
TEST FILING: NO CONFIRMING COPY: NO

ACCESSION NUMBER: 0001181431-04-029533

FILE NUMBER(S):  
1. 000-28432

THE PASSWORD FOR LOGIN CIK 0001181431 WILL EXPIRE 22-Apr-2005 21:41.

PLEASE REFER TO THE ACCESSION NUMBER LISTED ABOVE FOR FUTURE INQUIRIES.

REPORTING OWNER(S):

1. CIK: 0001198583  
OWNER: WALKER KAREN A  
FORM TYPE: 4  
FILE NUMBER(S):  
1. 000-28432

ISSUER:

2. CIK: 0001012887  
COMPANY: BOSTON COMMUNICATIONS GROUP INC

----- NOTICE -----

URGENT: Verify that all of your addresses on the EDGAR database are correct. An incorrect address in the EDGAR Accounting Contact Name and Address information may result in your fee Account Activity Statement being returned to the SEC as undeliverable. Please correct outdated addresses via the EDGAR filing website.

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# FORM 4

Check this box if no longer subject to Section 16. Form 4 or Form 5 obligations may continue. See instruction 1(b).

## UNITED STATES SECURITIES AND EXCHANGE COMMISSION Washington, D.C. 20549

OMB APP /AL

OMB Number: 3235 0287  
Expires: January 31, 2005  
Estimated average burden hours per response...

### STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP OF SECURITIES

Filed pursuant to Section 16(a) of the Securities Exchange Act of 1934, Section 17(a) of the Public Utility Holding Company Act of 1935 or Section 30(h) of the Investment Company Act of 1940

(Print or Type Responses)

1. Name and Address of Reporting Person: <b>WALKER KAREN A</b>		2. Issuer Name and Ticker or Trading Symbol <b>BOSTON COMMUNICATIONS GROUP INC</b> [begi]		5. Relationship of Reporting Person(s) to Issuer (Check all applicable) ____ Director <input checked="" type="checkbox"/> 10% Owner ____ Other (specify below) VP Fin Admin & CFO	
(Last) (First) (Middle) <b>100 Sylvan Road, Suite 100</b>		3. Date of Earliest Transaction (Month/Day/Year) <b>02/27/2004</b>			
(Street) <b>Woburn, MA 01801</b>		4. If Amendment, Date Original Filed (Month/Day/Year)		6. Individual or Joint/Group Filing (Check Applicable Line) <input checked="" type="checkbox"/> Form filed by One Reporting Person ____ Form filed by More than One Reporting Person	

**Table I - Non-Derivative Securities Acquired, Disposed of, or Beneficially Owned**

1. Title of Security (Instr. 3)	2. Transaction Date (Month/Day/Year)	2A. Deemed Execution Date, if any (Month/Day/Year)	3. Transaction Code (Instr. 8)	4. Securities Acquired (A) or Disposed of (D) (Instr. 3, 4 and 5)	5. Amount of Securities Beneficially Owned Following Reported Transaction(s) (Instr. 3 and 4)	6. Ownership Form: Direct (D) or Indirect (I) (Instr. 4)	7. Nature of Indirect Beneficial Ownership (Instr. 4)
Common Stock	02/27/2004		Code V	Amount (D)	\$9,146	3,512	D

Reminder: Report on a separate line for each class of securities beneficially owned directly or indirectly.

**Persons who respond to the collection of information contained in this form are not required to respond unless the form displays a currently valid OMB control number.**

SEC 1474 (9-00)

**Table II - Derivative Securities Acquired, Disposed of, or Beneficially Owned (e.g., puts, calls, warrants, options, convertible securities)**

1. Title of Derivative Security (Instr. 3)	2. Conversion or Exercise Price of Derivative Security	3. Transaction Date (Month/Day/Year)	3A. Deemed Execution Date, if any (Month/Day/Year)	4. Transaction Code (Instr. 8)	5. Number of Derivative Securities Acquired (A) or Disposed (D)	6. Date Exercisable and Expiration Date (Month/Day/Year)	7. Title and Amount of Underlying Securities (Instr. 3 and 4)	8. Price of Derivative Security (Instr. 5)	9. Number of Derivative Securities Beneficially Owned Following	10. Ownership Form of Derivative Security: Direct (D) or Indirect (I)	11. Nature of Indirect Beneficial Ownership (Instr. 4)
--	--	--------------------------------------	--	--------------------------------	---	--	---	--	---	---	--



Leslie Apony

From: EDGAR@sec.gov  
Sent: Friday, March 05, 2004 12:51 PM  
To: kwalker@bcgi.net; secnotices@sendd.com; lapony@bcgi.net  
Subject: ACCEPTED FORM TYPE 4 (0001181431-04-014140)

THE FOLLOWING SUBMISSION HAS BEEN ACCEPTED BY THE U.S. SECURITIES AND EXCHANGE COMMISSION.

COMPANY: BOSTON COMMUNICATIONS GROUP INC  
FORM TYPE: 4 NUMBER OF DOCUMENTS: 1  
RECEIVED DATE: 05-Mar-2004 17:50 ACCEPTED DATE: 05-Mar-2004 17:51  
FILING DATE: 05-Mar-2004 17:50  
TEST FILING: NO CONFIRMING COPY: NO

ACCESSION NUMBER: 0001181431-04-014140

FILE NUMBER(S):  
1. 000-28432

THE PASSWORD FOR LOGIN CIK 0001181431 WILL EXPIRE 11-Nov-2004 09:15.

PLEASE REFER TO THE ACCESSION NUMBER LISTED ABOVE FOR FUTURE INQUIRIES.

REPORTING OWNER(S):

1. CIK: 0001198583  
OWNER: WALKER KAREN A  
FORM TYPE: 4  
FILE NUMBER(S):  
1. 000-28432

ISSUER:

2. CIK: 0001012887  
COMPANY: BOSTON COMMUNICATIONS GROUP INC

----- NOTICE -----

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## FORM 4

Check this box if no longer subject to Section 16. Form 4 or Form 5 obligations may continue. See Instruction 1(b).

UNITED STATES SECURITIES AND EXCHANGE COMMISSION  
Washington, D.C. 20549

## STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP OF SECURITIES

Filed pursuant to Section 16(a) of the Securities Exchange Act of 1934, Section 17(a) of the Public Utility Holding Company Act of 1935 or Section 30(h) of the Investment Company Act of 1940

OMB Number:	3235-0287	OMB APF	VAL
Expires:	January 31, 2005		
Estimated average burden hours per response:	5		

Case 1:05-cv-11165-WGY

Document 24-10

Filed 12/02/2005

Page 24 of 65

(Print or Type Responses)

1. Name and Address of Reporting Person WALIKER KAREN A	2. Issuer Name and Ticker or Trading Symbol BOSTON COMMUNICATIONS GROUP INC [bcgi]	5. Relationship of Reporting Person(s) to Issuer (Check all applicable) ____ Director ____ Officer (give title below) ____ 10% Owner ____ Other (specify below) VP Fin Admin & CFO
(Last) 100 Sylvan Road, Suite 100	(Middle) 01/23/2004	
(Street) Woburn, MA 01801	4. If Amendment, Date Original Filed (Month/Day/Year)	6. Individual or Joint/Group Filing (Check Applicable Line) ____ Form filed by One Reporting Person ____ Form filed by More than One Reporting Person
(City)	(State)	(Zip)

Table I - Non-Derivative Securities Acquired, Disposed of, or Beneficially Owned

1. Title of Security (Instr. 3)	2. Transaction Date (Month/Day/Year)	2A. Deemed Execution Date, if any (Month/Day/Year)	3. Transaction Code (Instr. 8)	4. Securities Acquired (A) or Disposed of (D) (Instr. 3, 4 and 5)	5. Amount of Securities Beneficially Owned Following Reported Transaction(s) (Instr. 3 and 4)	6. Ownership Form: Direct (D) or Indirect (I) (Instr. 4)	7. Nature of Indirect Beneficial Ownership (Instr. 4)

Reminder: Report on a separate line for each class of securities beneficially owned directly or indirectly.

Persons who respond to the collection of information contained in this form are not required to respond unless the form displays a currently valid OMB control number.

SEC 1474 (9/01)

Table II - Derivative Securities Acquired, Disposed of, or Beneficially Owned (e.g., puts, calls, warrants, options, convertible securities)

1. Title of Derivative Security (Instr. 3)	2. Conversion or Exercise Price of Derivative Security	3. Transaction Date (Month/Day/Year)	3A. Deemed Execution Date, if any (Month/Day/Year)	4. Transaction Code (Instr. 8)	5. Number of Derivative Securities Acquired (A) or Disposed of (D) (Instr. 3, 4, 5)	6. Date Exercisable and Expiration Date (Month/Day/Year)	7. Title and Amount of Underlying Securities (Instr. 3 and 4)	8. Price of Derivative Security (Instr. 5)	9. Number of Derivative Securities Beneficially Owned Following Reported Transaction(s)	10. Ownership Form of Derivative Security: Direct (D) or Indirect (I) (Instr. 1)
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			and 5)			Expiration Date	Title	Amount or Number of Shares	(Instr. 4)
			Code	V	(A)	(D)			
Common Stock	\$12.16	01/23/2004	A		16,000	01/23/2005 (1)	Common Stock	16,000	\$ 0 114,165 D

## Reporting Owners

Reporting Owner Name / Address	Relationships		
	Director	10% Owner	Officer
WALKER KAREN A 100 Sylvan Road Suite 100 Woburn, MA 01801			VP Fin Admin & CFO

**Signatures** Karen Walker 1/26/04

Karen Walker 01/26/2004

Signature of Reporting Person Date

## Explanation of Responses:

- \* If the form is filed by more than one reporting person, see Instruction 4(b)(v).
- \*\* Intentional misstatements or omissions of facts constitute Federal Criminal Violations. See 18 U.S.C. 1001 and 15 U.S.C. 78ff(a).
- (1) Exercisable in three equal installments commencing on the anniversary of the date of grant.

Note: File three copies of this Form, one of which must be manually signed. If space is insufficient, see Instruction 6 for procedure.

Potential persons who are to respond to the collection of information contained in this form are not required to respond unless the form displays a currently valid OMB number.

Leslie Apony

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From: EDGAR@sec.gov  
Sent: Monday, January 26, 2004 1:51 PM  
To: kwalker@bcgi.net; secnotices@sendd.com; lapony@bcgi.net  
Subject: ACCEPTED FORM TYPE 4 (0001181431-04-004446)

THE FOLLOWING SUBMISSION HAS BEEN ACCEPTED BY THE U.S. SECURITIES AND EXCHANGE COMMISSION.

COMPANY: BOSTON COMMUNICATIONS GROUP INC  
FORM TYPE: 4 NUMBER OF DOCUMENTS: 1  
RECEIVED DATE: 26-Jan-2004 18:51 ACCEPTED DATE: 26-Jan-2004 18:51  
FILING DATE: 26-Jan-2004 18:51  
TEST FILING: NO CONFIRMING COPY: NO

ACCESSION NUMBER: 0001181431-04-004446

FILE NUMBER(S):  
1. 000-28432

THE PASSWORD FOR LOGIN CIK 0001181431 WILL EXPIRE 11-Nov-2004 09:15.

PLEASE REFER TO THE ACCESSION NUMBER LISTED ABOVE FOR FUTURE INQUIRIES.

REPORTING OWNER(S):

1. CIK: 0001198583  
OWNER: WALKER KAREN A  
FORM TYPE: 4  
FILE NUMBER(S):  
1. 000-28432

ISSUER:

2. CIK: 0001012887  
COMPANY: BOSTON COMMUNICATIONS GROUP INC

----- NOTICE -----

URGENT: Verify that all of your addresses on the EDGAR database are correct. An incorrect address in the EDGAR Accounting Contact Name and Address information may result in your fee Account Activity Statement being returned to the SEC as undeliverable. Please correct outdated addresses via the EDGAR filing website.

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We strongly encourage you to visit the Filing Website at <https://www.edgarfiling.sec.gov>. You can download our current version of the EDGARLink/Windows software and templates, the Filer Manual, receive on-line help, and access Frequently Asked Questions.

# FORM 4

Check this box if no longer subject to Section 16. Form 4 or Form 5 obligations may continue. See Instruction 1(b).

## UNITED STATES SECURITIES AND EXCHANGE COMMISSION Washington, D.C. 20549

### STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP OF SECURITIES

Filed pursuant to Section 16(a) of the Securities Exchange Act of 1934, Section 17(a) of the Public Utility Holding Company Act of 1935 or Section 30(h) of the Investment Company Act of 1940

OMB APPROVAL	
OMB Number:	3235-0287
Expires:	January 31, 2005
Estimated average burden hours per response: 10.5	

#### Print or Type Responses

1. Name and Address of Reporting Person WALKER KAREN A		2. Issuer Name and Ticker or Trading Symbol BOSTON COMMUNICATIONS GROUP INC [begi]		5. Relationship of Reporting Person(s) to Issuer (Check all applicable)  ____ Director <input checked="" type="checkbox"/> Officer (give title below) VP Fin Admin & CFO ____ 10% Owner ____ Other (specify below)	
(Last) (First) (Middle) 100 Sylvan Road, Suite 100		3. Date of Earliest Transaction (Month/Day/Year) 10/21/2003			
(Street) Woburn, MA 01801		4. If Amendment, Date Original Filed (Month/Day/Year)		6. Individual or Joint/Group Filing (Check Applicable Line) <input checked="" type="checkbox"/> Form filed by One Reporting Person ____ Form filed by More than One Reporting Person	
(City)	(State)	(Zip)			

Table I - Non-Derivative Securities Acquired, Disposed of, or Beneficially Owned

1. Title of Security (Instr. 3)	2. Transaction Date (Month/Day/Year)	2A. Deemed Execution Date, if any (Month/Day/Year)	3. Transaction Code (Instr. 8)	4. Securities Acquired (A) or Disposed of (D) (Instr. 3, 4 and 5)		5. Amount of Securities Beneficially Owned Following Reported Transaction(s) (Instr. 3 and 4)	6. Ownership Form: Direct (D) or Indirect (I) (Instr. 4)	7. Nature of Indirect Beneficial Ownership (Instr. 4)
				(A)	(D)			
Common Stock	10/21/2003		M	V	Amount	Price		
					2,000	A \$8.89	2,927	D

Reminder: Report on a separate line for each class of securities beneficially owned directly or indirectly.

Persons who respond to the collection of information contained in this form are not required to respond unless the form displays a currently valid OMB control number.

SEC 1474 (12)

Table II - Derivative Securities Acquired, Disposed of, or Beneficially Owned  
(e.g., puts, calls, warrants, options, convertible securities)

1. Title of Security	2. Transaction Date	3A. Deemed Execution Date	4.	5. Number	6. Date Exercisable and	7. Title and Amount	8. Price of	9. Number	10.	11. Nature
----------------------	---------------------	---------------------------	----	-----------	-------------------------	---------------------	-------------	-----------	-----	------------

Derivative Security (Instr. 3)	Conversion or Exercise Price of Derivative Security	Date (Month/Day/Year)	Execution Date, if any (Month/Day/Year)	Transaction Code (Instr. 8)	of Derivative Securities Acquired (A) or Disposed of (D) (Instr. 3, 4, and 5)	Expiration Date (Month/Day/Year)		of Underlying Securities (Instr. 3 and 4)		Derivative Security (Instr. 5)	of Derivative Securities Beneficially Owned Following Reported Transaction(s) (Instr. 4)	Ownership Form of Derivative Security: Direct (1) or Indirect (Instr. 4)	of Indirect Beneficial Ownership (Instr. 4)
						Date Exercisable	Expiration Date	Title	Amount or Number of Shares				
Common Stock (Right to Buy) NQ Stock Option	\$8.89	10/21/2003		X	V (A) (D)	09/04/2003 (1)	09/04/2012	Common Stock	2,000	\$8.89	98,165	D	

## Reporting Owners

Reporting Owner Name / Address	Relationships		
	Director	10% Owner	Officer
WALKER KAREN A 100 Sylvan Road Suite 100 Woburn, MA 01801			VP Fin Admin & CFO

**Signatures** *Karen Walker* 10/22/03

By: *Alan Bouffard*  
Karen Walker, By Alan Bouffard under Power of Attorney Dated 8/29/2002

Date

Signature of Reporting Person

10/22/2003

## Explanation of Responses:

\* If the form is filed by more than one reporting person, *see* Instruction 4(b)(v).

\*\* Intentional misstatements or omissions of facts constitute Federal Criminal Violations. *See* 18 U.S.C. 1001 and 15 U.S.C. 78ff(a).

(1) Exercisable in three equal installments commencing on the anniversary of the date of grant.

Note. File three copies of this Form, one of which must be manually signed. If space is insufficient, *see* Instruction 6 for procedure.

Potential persons who are to respond to the collection of information contained in this form are not required to respond unless the form displays a currently valid OMB number.

Leslie Apony

From: EDGAR@sec.gov  
Sent: Wednesday, October 22, 2003 1:57 PM  
To: kwalker@bcgi.net; secnotices@sendd.com; lapony@bcgi.net  
Subject: ACCEPTED FORM TYPE 4 (0001181431-03-027299)

THE FOLLOWING SUBMISSION HAS BEEN ACCEPTED BY THE U.S. SECURITIES AND EXCHANGE COMMISSION.

COMPANY: BOSTON COMMUNICATIONS GROUP INC  
FORM TYPE: 4 NUMBER OF DOCUMENTS: 1  
RECEIVED DATE: 22-Oct-2003 17:55 ACCEPTED DATE: 22-Oct-2003 17:57  
FILING DATE: 22-Oct-2003 17:55  
TEST FILING: NO CONFIRMING COPY: NO

ACCESSION NUMBER: 0001181431-03-027299

FILE NUMBER(S):  
1. 000-28432

THE PASSWORD FOR LOGIN CIK 0001181431 WILL EXPIRE 13-Jul-2004 12:20.

PLEASE REFER TO THE ACCESSION NUMBER LISTED ABOVE FOR FUTURE INQUIRIES.

REPORTING OWNER(S):

1. CIK: 0001198583  
OWNER: WALKER KAREN A  
FORM TYPE: 4  
FILE NUMBER(S):  
1. 000-28432

ISSUER:

2. CIK: 0001012887  
COMPANY: BOSTON COMMUNICATIONS GROUP INC

----- NOTICE -----

URGENT: Verify that all of your addresses on the EDGAR database are correct. An incorrect address in the EDGAR Accounting Contact Name and Address information may result in your fee Account Activity Statement being returned to the SEC as undeliverable. Please correct outdated addresses via the EDGAR filing website.

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We strongly encourage you to visit the Filing Website at <https://www.edgarfiling.sec.gov>. You can download our current version of the EDGARLink/Windows software and templates, the Filer Manual, receive on-line help, and access Frequently Asked Questions.



FORM 4

Check this box if no longer subject to Section 16. Form 4 or Form 5 obligations may continue. See Instruction 1(b).

UNITED STATES SECURITIES AND EXCHANGE COMMISSION  
Washington, D.C. 20549

STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP OF SECURITIES

Filed pursuant to Section 16(a) of the Securities Exchange Act of 1934, Section 17(a) of the Public Utility Holding Company Act of 1935 or Section 30(h) of the Investment Company Act of 1940

OMB APPROVAL  
OMB Number: 3235-0037  
Expires: January 31, 2005  
Estimated average burden hours per response...

(Print or Type Responses)

1. Name and Address of Reporting Person WALKER KAREN A		2. Issuer Name and Ticker or Trading Symbol BOSTON COMMUNICATIONS GROUP INC [bcgi]		5. Relationship of Reporting Person(s) to Issuer (Check all applicable) Director _____ 10% Owner _____ <input checked="" type="checkbox"/> Other (specify below) VP Fin Admin & CFO	
(Last)	(First)	(Middle)	3. Date of Earliest Transaction (Month/Day/Year) 08/26/2003	6. Individual or Joint/Group Filing (Check Applicable Line) <input checked="" type="checkbox"/> Form filed by One Reporting Person <input type="checkbox"/> Form filed by More than One Reporting Person	
100 Sylvan Road, Suite 100					
(Street)					
Woburn, MA 01801					
(City)		(State)		(Zip)	

Table I - Non-Derivative Securities Acquired, Disposed of, or Beneficially Owned

1. Title of Security (Instr. 3)	2. Transaction Date (Month/Day/Year)	2A. Deemed Execution Date, if any (Month/Day/Year)	3. Transaction Code (Instr. 8)	4. Securities Acquired (A) or Disposed of (D) (Instr. 3, 4 and 5)	5. Amount of Securities Beneficially Owned Following Reported Transaction(s) (Instr. 3 and 4)	6. Ownership Form: Direct (D) or Indirect (I) (Instr. 4)	7. Nature of Indirect Beneficial Ownership (Instr. 4)
				V Amount (D) Price			

Reminder: Report on a separate line for each class of securities beneficially owned directly or indirectly.

Persons who respond to the collection of information contained in this form are not required to respond unless the form displays a currently valid OMB control number.

SEC 1474 (9-02)

Table II - Derivative Securities Acquired, Disposed of, or Beneficially Owned  
(e.g., puts, calls, warrants, options, convertible securities)

1. Title of Derivative Security	2. Conversion or Exercise Date (Month/Day/Year)	3. Transaction Date (Month/Day/Year)	3A. Deemed Execution Date, if any	4. Transaction Code	5. Number of Derivative	6. Date Exercisable and Expiration Date (Month/Day/Year)	7. Title and Amount of Underlying Securities	8. Price of Derivative Security	9. Number of Derivative	10. Ownership Form of Derivative	11. Nature of Indirect Beneficial Ownership
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# **Exhibit 29**

**FORM 4**

Check this box if no longer subject to Section 16. Form 4 or Form 5 obligations may continue. See Instruction 1(b).

**UNITED STATES SECURITIES AND EXCHANGE COMMISSION**  
Washington, D.C. 20549

**STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP OF SECURITIES**

Filed pursuant to Section 16(a) of the Securities Exchange Act of 1934, Section 17(a) of the Public Utility Holding Company Act of 1935 or Section 30(h) of the Investment Company Act of 1940

OMB APPROVAL	
OMB Number:	3235-0287
Expires:	January 31, 2008
Estimated average burden hours per response...	0.5

Case 1:05-cv-11165-WGY Document 2-1 Filed 12/02/2005 Page 30 of 60

(Print or Type Responses)

1. Name and Address of Reporting Person *		2. Issuer Name and Ticker or Trading Symbol		5. Relationship of Reporting Person(s) to Issuer (Check all applicable)	
WALKER KAREN A		BOSTON COMMUNICATIONS GROUP INC [bcgi]		____ Director ____ X Officer (give title below) _____ Other (specify below) VP Fin Admin & CFO	
(Last) (First) (Middle)		3. Date of Earliest Transaction (Month/Day/Year)			
55 Middlesex Turnpike		03/28/2005			
(Street)		4. If Amendment, Date of Original Filed (Month/Day/Year)			
Bedford, MA 01730					
(City) (State) (Zip)					

Document 2-1

**Table I - Non-Derivative Securities Acquired, Disposed of, or Beneficially Owned**

1. Title of Security (Instr. 3)	2. Transaction Date (Month/Day/Year)	2A. Deemed Execution Date, if any (Month/Day/Year)	3. Transaction Code (Instr. 8)	4. Securities Acquired (A) or Disposed of (D) (Instr. 3, 4 and 5)	5. Amount of Securities Beneficially Owned Following Reported Transaction(s) (Instr. 3 and 4)	6. Ownership Form: Direct (D) or Indirect (I) (Instr. 4)	7. Nature of Indirect Beneficial Ownership (Instr. 4)

Reminder: Report on a separate line for each class of securities beneficially owned directly or indirectly.

**Persons who respond to the collection of information contained in this form are not required to respond unless the form displays a currently valid OMB control number.**

SEC 1474 (9-92)

**Table II - Derivative Securities Acquired, Disposed of, or Beneficially Owned  
(e.g., puts, calls, warrants, options, convertible securities)**

1. Title of Derivative Security (Instr. 3)	2. Conversion or Exercise Price of Derivative Security	3. Transaction Date (Month/Day/Year)	3A. Deemed Execution Date, if any (Month/Day/Year)	4. Transaction Code (Instr. 8)	5. Number of Derivative Securities Acquired (A) or Disposed of	6. Date Exercisable and Expiration Date (Month/Day/Year)	7. Title and Amount of Underlying Securities (Instr. 3 and 4)	8. Price of Derivative Security (Instr. 5)	9. Number of Derivative Securities Beneficially Owned Following	10. Ownership Form of Derivative Security: Direct (D) or Indirect	11. Name of Beneficial Owner (Instr. 1)
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Ownership Statement

			(D) (Instr. 3, 4, and 5)			Expiration Date	Title	Amount or Number of Shares	Reported Transaction (\$)(Instr. 4)	(I) (Instr. 4)
			Code	V	(A)					
Stock Options (Right to Buy)	\$7.29	03/28/2005	A		22,500	03/28/2006 (I)	Common Stock	22,500	\$ 0	D

### Reporting Owners

Reporting Owner Name / Address	Relationships		
	Director	10% Owner	Officer
WALKER KAREN A 55 Middlesex Turnpike Bedford, MA 01730			VP Fin Admin & CFO

### Signatures

Karen Walker 03/29/2005

\*\*Signature of Reporting Person Date

### Explanation of Responses:

- \* If the form is filed by more than one reporting person, see Instruction 4(b)(v).
- \*\* Intentional misstatements or omissions of facts constitute Federal Criminal Violations. See 18 U.S.C. 1001 and 15 U.S.C. 78ff(a).
- (1) Exercisable in three equal installments commencing on the anniversary of the date of grant.

Note: File three copies of this Form, one of which must be manually signed. If space is insufficient, see Instruction 6 for procedure.

Potential persons who are to respond to the collection of information contained in this form are not required to respond unless the form displays a currently valid OMB number.

**Meredith McGuire**

---

**From:** Edgar.Postmaster@sec.gov  
**Sent:** Wednesday, March 30, 2005 4:27 PM  
**To:** abouffard@bcgi.net; secnotices@sendd.com; mmcguire@bcgi.net; lapony@bcgi.net  
**Subject:** ACCEPTED FORM TYPE 4 (0001181431-05-019142)

THE FOLLOWING SUBMISSION HAS BEEN ACCEPTED BY THE U.S. SECURITIES AND EXCHANGE COMMISSION.

COMPANY: BOSTON COMMUNICATIONS GROUP INC  
FORM TYPE: 4 NUMBER OF DOCUMENTS: 1  
RECEIVED DATE: 30-Mar-2005 16:27 ACCEPTED DATE: 30-Mar-2005 16:27  
FILING DATE: 30-Mar-2005 16:27  
TEST FILING: NO CONFIRMING COPY: NO

ACCESSION NUMBER: 0001181431-05-019142

FILE NUMBER(S):  
1. 000-28432

THE PASSWORD FOR LOGIN CIK 0001181431 WILL EXPIRE 22-Apr-2005 21:41.

PLEASE REFER TO THE ACCESSION NUMBER LISTED ABOVE FOR FUTURE INQUIRIES.

REPORTING OWNER(S):

1. CIK: 0001198583  
OWNER: WALKER KAREN A  
FORM TYPE: 4  
FILE NUMBER(S):  
1. 000-28432

ISSUER:

2. CIK: 0001012887  
COMPANY: BOSTON COMMUNICATIONS GROUP INC

----- NOTICE -----

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**FORM 4**

☐ Check this box if no longer subject to Section 16. Form 4 or Form 5 obligations may continue. See Instruction 1(b).

**UNITED STATES SECURITIES AND EXCHANGE COMMISSION**  
Washington, D.C. 20549

**STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP OF SECURITIES**

Filed pursuant to Section 16(a) of the Securities Exchange Act of 1934, Section 17(a) of the Public Utility Holding Company Act of 1935 or Section 30(h) of the Investment Company Act of 1940

<b>OMB APPROVAL</b>	
OMB Number: 3235-0287	
Expires: January 31, 2008	
Estimated average burden hours per response...	0.5

(Print or Type Responses)

1. Name and Address of Reporting Person *		2. Issuer Name and Ticker or Trading Symbol		5. Relationship of Reporting Person(s) to Issuer (Check all applicable)	
WALKER KAREN A		BOSTON COMMUNICATIONS GROUP INC [bcgi]		<input type="checkbox"/> Director <input checked="" type="checkbox"/> Officer (give title below) <input type="checkbox"/> 10% Owner <input type="checkbox"/> Other (specify below) VP Fin Admin & CFO	
(Last) (First) (Middle)		3. Date of Earliest Transaction (Month/Day/Year)			
55 Middlesex Turnpike		02/28/2005			
(Street)		4. If Amendment, Date of Original Filed (Month/Day/Year)		6. Individual or Joint/Group Filing (Check Applicable Line)	
Bedford, MA 01730				<input checked="" type="checkbox"/> Form filed by One Reporting Person <input type="checkbox"/> Form filed by More than One Reporting Person	
(City) (State) (Zip)					

**Table 1 - Non-Derivative Securities Acquired, Disposed of, or Beneficially Owned**

1. Title of Security (Instr. 3)	2. Transaction Date (Month/Day/Year)	3. Transaction Code (Instr. 8)	4. Securities Acquired (A) or Disposed of (D)		5. Amount of Securities Beneficially Owned Following Reported Transaction(s) (Instr. 3 and 4)	6. Ownership Form: Direct (D) or Indirect (I) (Instr. 4)	7. Nature of Indirect Beneficial Ownership (Instr. 4)
			(A)	(D)			
Common Stock	02/28/2005	P(1)	V	Amount (D)	Price	1,514 A	D
						\$6.409	6,440

Reminder: Report on a separate line for each class of securities beneficially owned directly or indirectly.

Persons who respond to the collection of information  
contained in this form are not required to respond  
unless the form displays a currently valid OMB control  
number.

SEC 1474 (9-02)



Table II - Derivative Securities Acquired, Disposed of, or Beneficially Owned  
(e.g., puts, calls, warrants, options, convertible securities)

1. Title of Derivative Security (Instr. 3)	2. Conversion or Exercise Price of Derivative Security	3. Transaction Date (Month/Day/Year)	3A. Deemed Execution Date, if any (Month/Day/Year)	4. Transaction Code (Instr. 8)	5. Number of Derivative Securities Acquired (A) or Disposed of (D) (Instr. 3, 4, and 5)	6. Date Exercisable and Expiration Date (Month/Day/Year)		7. Title and Amount of Underlying Securities (Instr. 3 and 4)	8. Price of Derivative Security (Instr. 5)	9. Number of Derivative Securities Beneficially Owned Following Reported Transaction(s) (Instr. 4)	10. Ownership Form of Derivative Security: Direct (D) or Indirect (I) (Instr. 4)	11. Ownership of Derivative Security: (I)
						Date Exercisable	Expiration Date					

## Reporting Owners

Reporting Owner Name / Address	Relationships		
	Director	10% Owner	Other
WALKER KAREN A 55 Middlesex Turnpike Bedford, MA 01730			VP Fin Admin & CFO

## Signatures

Karen A. Walker

03/01/2005

\*\*Signature of Reporting Person

Date

## Explanation of Responses:

\* If the form is filed by more than one reporting person, see Instruction 4(b)(v).

\*\* Intentional misstatements or omissions of facts constitute Federal Criminal Violations. See 18 U.S.C. 1001 and 15 U.S.C. 78ff(a).  
(1) Shares purchased under bcgi's Employee Stock Purchase Plan.

Note: File three copies of this Form, one of which must be manually signed. If space is insufficient, see Instruction 6 for procedure.

Potential persons who are to respond to the collection of information contained in this form are not required to respond unless the form displays a currently valid OMB number.

Meredith McGuire

---

From: Edgar.Postmaster@sec.gov  
Sent: Tuesday, March 01, 2005 11:23 AM  
To: abouffard@bcgi.net; secnotices@sendd.com; mmcguire@bcgi.net; lapony@bcgi.net  
Subject: ACCEPTED FORM TYPE 4 (0001181431-05-013205)

THE FOLLOWING SUBMISSION HAS BEEN ACCEPTED BY THE U.S. SECURITIES AND EXCHANGE COMMISSION.

COMPANY: BOSTON COMMUNICATIONS GROUP INC  
FORM TYPE: 4 NUMBER OF DOCUMENTS: 1  
RECEIVED DATE: 01-Mar-2005 11:23 ACCEPTED DATE: 01-Mar-2005 11:23  
FILING DATE: 01-Mar-2005 11:23  
TEST FILING: NO CONFIRMING COPY: NO

ACCESSION NUMBER: 0001181431-05-013205

FILE NUMBER(S):  
1. 000-28432

THE PASSWORD FOR LOGIN CIK 0001181431 WILL EXPIRE 22-Apr-2005 21:41.

PLEASE REFER TO THE ACCESSION NUMBER LISTED ABOVE FOR FUTURE INQUIRIES.

REPORTING OWNER(S):

1. CIK: 0001198583  
OWNER: WALKER KAREN A  
FORM TYPE: 4  
FILE NUMBER(S):  
1. 000-28432

ISSUER:

2. CIK: 0001012887  
COMPANY: BOSTON COMMUNICATIONS GROUP INC

----- NOTICE -----

URGENT: Verify that all of your addresses on the EDGAR database are correct. An incorrect address in the EDGAR Accounting Contact Name and Address information may result in your fee Account Activity Statement being returned to the SEC as undeliverable. Please correct outdated addresses via the EDGAR filing website.

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We strongly encourage you to visit the Filing Website at <https://www.edgarfiling.sec.gov>. You can download our current version of the EDGARLink/Windows software and templates, the Filer Manual, receive on-line help, and access Frequently Asked Questions.

UNITED STATES SECURITIES AND EXCHANGE COMMISSION  
Washington, D.C. 20549

## STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP OF SECURITIES

Filed pursuant to Section 16(a) of the Securities Exchange Act of 1934, Section 17(a) of the Public Utility Holding Company Act of 1935 or Section 30(h) of the Investment Company Act of 1940

OMB Number:	3233
Expires:	January 3
Estimated average burden hours per response	

Case 1:05-cv-11165-WGY

Document 2

Filed 12/02/2005

Page 37 of 65

1. Name and Address of Reporting Person - WALKER KAREN A	2. Issuer Name and Ticker or Trading Symbol BOSTON COMMUNICATIONS GROUP INC [bcgi]
(Last) (First) (Middle) 100 Sylvan Road, Suite100	3. Date of Earliest Transaction (Month/Day/Year) 08/31/2004
(Street) Woburn, MA 01801	4. If Amendment, Date of Original Filed (Month/Day/Year)

5. Relationship of Reporting Person(s) to Issuer  
(Check all applicable)

\_\_\_\_ Director      \_\_\_\_ 10% Owner

☒ X \_\_\_\_ Officer (give title below)      \_\_\_\_ Other (specify below)

VP Fin Admin & CFO

**6. Individual or Joint/Group Filing (Check Applicable Line)**  
 X Form filed by One Reporting Person  
 Form filed by More than One Reporting Person

Table 1 - Non-Derivative Securities Acquired, Disposed of, or Beneficially Owned

1. Title of Security (Instr. 3)	2. Transaction Date (Month/Day/Year)	2A. Deemed Execution Date, if any (Month/Day/Year)	3. Transaction Code (Instr. 8)		4. Securities Acquired (A) or Disposed of (D) (Instr. 3, 4 and 5)		5. Amount of Securities Beneficially Owned Following Reported Transaction(s) (Instr. 3 and 4)	6. Ownership Form: Direct (D) or Indirect (I) (Instr. 4)
						(A) or (D)	Price	
			Code	V	Amount (D)			
Common Stock	08/31/2004		001		814	A	\$6.6725	4,926
								D

**Reminder:** Report on a separate line for each class of securities beneficially owned directly or indirectly.

**Persons who respond to the collection of information contained in this form are not required to respond unless the form displays a currently valid OMB control number.**

Table II - Derivative Securities Acquired, Disposed of, or Beneficially Owned  
(*e.g.*, puts, calls, warrants, options, convertible securities)[illegible]

	(Instr. 3 and 5)	Code	V	(A)	(D)	Date Exercisable	Expiration Date	Title	Amount or Number of Shares	Transaction (s) (Instr. 4)	Instr (Instr. 4)

## Reporting Owners

Reporting Owner Name / Address	Relationships		
	Director	10% Owner	Officer
WALKER KAREN A 100 Sylvan Road Suite 100 Woburn, MA 01801			VP Fin Admin & CFO

## Signatures

Karen Walker 09/08/2004

Signature of Reporting Person *K Walker* Date 9/8/04

## Explanation of Responses:

- \* If the form is filed by more than one reporting person, see Instruction 4(b)(v).
- \*\* Intentional misstatements or omissions of facts constitute Federal Criminal Violations. See 18 U.S.C. 1001 and 15 U.S.C. 78ff(a).
- (1) Shares purchased under begi's Employee Stock Purchase Plan.

Note: File three copies of this Form, one of which must be manually signed. If space is insufficient, see Instruction 6 for procedure.

Potential persons who are to respond to the collection of information contained in this form are not required to respond unless the form displays a currently valid OMB number.

Leslie Apony

---

From: Edgar.Postmaster@sec.gov  
Sent: Wednesday, September 08, 2004 12:44 PM  
To: kwalker@bcgi.net; secnotices@sendd.com; lapony@bcgi.net  
Subject: ACCEPTED FORM TYPE 4 (0001181431-04-043197)

THE FOLLOWING SUBMISSION HAS BEEN ACCEPTED BY THE U.S. SECURITIES AND EXCHANGE COMMISSION.

COMPANY: BOSTON COMMUNICATIONS GROUP INC  
FORM TYPE: 4 NUMBER OF DOCUMENTS: 1  
RECEIVED DATE: 08-Sep-2004 12:44 ACCEPTED DATE: 08-Sep-2004 12:44  
FILING DATE: 08-Sep-2004 12:44  
TEST FILING: NO CONFIRMING COPY: NO

ACCESSION NUMBER: 0001181431-04-043197

FILE NUMBER(S):  
1. 000-28432

THE PASSWORD FOR LOGIN CIK 0001181431 WILL EXPIRE 22-Apr-2005 21:41.

PLEASE REFER TO THE ACCESSION NUMBER LISTED ABOVE FOR FUTURE INQUIRIES.

REPORTING OWNER(S):

1. CIK: 0001198583  
OWNER: WALKER KAREN A  
FORM TYPE: 4  
FILE NUMBER(S):  
1. 000-28432

ISSUER:

2. CIK: 0001012887  
COMPANY: BOSTON COMMUNICATIONS GROUP INC

----- NOTICE -----

URGENT: Verify that all of your addresses on the EDGAR database are correct. An incorrect address in the EDGAR Accounting Contact Name and Address information may result in your fee Account Activity Statement being returned to the SEC as undeliverable. Please correct outdated addresses via the EDGAR filing website.

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# FORM 4

Check this box if no longer subject to Section 16. Form 4 or Form 5 obligations may continue. See Instruction 1(b).

## UNITED STATES SECURITIES AND EXCHANGE COMMISSION Washington, D.C. 20549

OMB APF VAL  
OMB Number: 3235 0287  
Expires: January 31, 2005  
Estimated average burden hours per response...

### STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP OF SECURITIES

Filed pursuant to Section 16(a) of the Securities Exchange Act of 1934, Section 17(a) of the Public Utility Holding Company Act of 1935 or Section 30(h) of the Investment Company Act of 1940

(Print or Type Responses)

1. Name and Address of Reporting Person: WALKER KAREN A		2. Issuer Name and Ticker or Trading Symbol BOSTON COMMUNICATIONS GROUP INC [bcgi]		5. Relationship of Reporting Person(s) to Issuer (Check all applicable) ____ Director ____ X Officer (give title below) 10% Owner ____ Other (specify below) VP Fin Admin & CFO	
(Last)	(First)	(Middle)	3. Date of Earliest Transaction (Month/Day/Year) 06/16/2004		
100 Sylvan Road, Suite 100		(Street)	4. If Amendment, Date of Original Filed (Month/Day/Year)		
Woburn, MA 01801		(City)	6. Individual or Joint/Group Filing (Check Applicable Line) ____ X Form filed by One Reporting Person ____ Form filed by More than One Reporting Person		

Table I - Non-Derivative Securities Acquired, Disposed of, or Beneficially Owned									
1. Title of Security (Instr. 3)	2. Transaction Date (Month/Day/Year)	2A. Deemed Execution Date, if any (Month/Day/Year)	3. Transaction Code (Instr. 8)	4. Securities Acquired (A) or Disposed of (D) (Instr. 3, 4 and 5)	5. Amount of Securities Beneficially Owned Following Reported Transaction(s) (Instr. 3 and 4)	6. Ownership Form: Direct (D) or Indirect (I) (Instr. 4)	7. Nature of Indirect Beneficial Ownership (Instr. 4)	8. Price or Amount of Security	9. Number of Securities
Common Stock	06/16/2004		P	600	A	\$9	4,112	D	

Reminder: Report on a separate line for each class of securities beneficially owned directly or indirectly.

Persons who respond to the collection of information contained in this form are not required to respond unless the form displays a currently valid OMB control number.

SEC 1474 (2002)

Table II - Derivative Securities Acquired, Disposed of, or Beneficially Owned (e.g., puts, calls, warrants, options, convertible securities)

1. Title of Derivative Security (Instr. 3)	2. Conversion or Exercise Price of Derivative Security	3. Transaction Date (Month/Day/Year)	3A. Deemed Execution Date, if any (Month/Day/Year)	4. Transaction Code (Instr. 8)	5. Number of Derivative Securities Acquired (A) or Disposed of (D)	6. Date Exercisable and Expiration Date (Month/Day/Year)	7. Title and Amount of Underlying Securities (Instr. 3 and 4)	8. Price or Amount of Security (Instr. 5)	9. Number of Derivative Securities Beneficially Owned Following Reported	10. Ownership Form of Derivative Security: Direct (D) or Indirect (I)	11. Name of Indirect Owner (Instr. 4)
--	--	--------------------------------------	--	--------------------------------	--	--	---	---	--	---	---------------------------------------

Transaction (s) (Instr. 4)	Instr. (Instr. 3 and 5)	Code	V	(A)	(D)	Date Exercisable	Expiration Date	Title	Amount or Number of Shares	Transaction (s) (Instr. 4)	Instr. (Instr. 3 and 5)

## Reporting Owners

Reporting Owner Name / Address	Relationships		
	Director	10% Owner	Officer
WALKER KAREN A 100 Sylvan Road Suite 100 Woburn, MA 01801			VP Fin Admin & CFO

## Signatures

  
Karen Walker

06/17/2004

\*\* Signature of Reporting Person

Date

## Explanation of Responses:

- \* If the form is filed by more than one reporting person, see Instruction 4(b)(v).  
 \*\* Intentional misstatements or omissions of facts constitute Federal Criminal Violations. See 18 U.S.C. 1001 and 15 U.S.C. 78ff(a).

Note: File three copies of this Form, one of which must be manually signed. If space is insufficient, see Instruction 6 for procedure.

Potential persons who are to respond to the collection of information contained in this form are not required to respond unless the form displays a currently valid OMB number.

Leslie Apony

---

From: EDGAR@sec.gov  
Sent: Thursday, June 17, 2004 7:37 AM  
To: kwalker@bcgi.net; secnotices@sendd.com; lapony@bcgi.net  
Subject: ACCEPTED FORM TYPE 4 (0001181431-04-031205)

THE FOLLOWING SUBMISSION HAS BEEN ACCEPTED BY THE U.S. SECURITIES AND EXCHANGE COMMISSION.

COMPANY: BOSTON COMMUNICATIONS GROUP INC  
FORM TYPE: 4 NUMBER OF DOCUMENTS: 1  
RECEIVED DATE: 17-Jun-2004 11:37 ACCEPTED DATE: 17-Jun-2004 11:37  
FILING DATE: 17-Jun-2004 11:37  
TEST FILING: NO CONFIRMING COPY: NO

ACCESSION NUMBER: 0001181431-04-031205

FILE NUMBER(S):  
1. 000-28432

THE PASSWORD FOR LOGIN CIK 0001181431 WILL EXPIRE 22-Apr-2005 21:41.

PLEASE REFER TO THE ACCESSION NUMBER LISTED ABOVE FOR FUTURE INQUIRIES.

REPORTING OWNER(S):

1. CIK: 0001198583  
OWNER: WALKER KAREN A  
FORM TYPE: 4  
FILE NUMBER(S):  
1. 000-28432

ISSUER:

2. CIK: 0001012887  
COMPANY: BOSTON COMMUNICATIONS GROUP INC

----- NOTICE -----

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**UNITED STATES SECURITIES AND EXCHANGE COMMISSION**  
**Washington, D.C. 20549**

OMB APP /AL 3235-0287  
 OMB Number: 3235-0287  
 Expires: January 31, 2005  
 Estimated average burden hours per response... 5

**STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP OF SECURITIES**

Filed pursuant to Section 16(a) of the Securities Exchange Act of 1934, Section 17(a) of the Public Utility Holding Company Act of 1935 or Section 30(h) of the Investment Company Act of 1940

Check this box if no longer subject to Section 16. Form 4 or Form 5 obligations may continue. See Instruction 1(b).

(Print or Type Responses)

1. Name and Address of Reporting Person <sup>2</sup> WAIKER KAREN A		2. Issuer Name and Ticker or Trading Symbol BOSTON COMMUNICATIONS GROUP INC [bcgi]		5. Relationship of Reporting Person(s) to Issuer (Check all applicable)  Director _____ 10% Owner _____ Other (specify below) _____ VP Fin Admin & CFO	
(Last)	(First)	(Middle)	3. Date of Earliest Transaction (Month/Day/Year) 06/02/2004		
100 Sylvan Road, Suite 100			4. If Amendment, Date of Original Filed (Month/Day/Year)		
(Street)					
Woburn, MA 01801					
(City)	(State)	(Zip)			

Table I - Non-Derivative Securities Acquired, Disposed of, or Beneficially Owned						
1. Title of Security (Instr. 3)	2. Transaction Date (Month/Day/Year)	2A. Deemed Execution Date, if any (Month/Day/Year)	3. Transaction Code (Instr. 8)	4. Securities Acquired (A) or Disposed of (D) (Instr. 3, 4 and 5)	5. Amount of Securities Beneficially Owned Following Reported Transaction(s) (Instr. 3 and 4)	6. Ownership Form: Direct (D) or Indirect (I) (Instr. 4)
				Amount (D) Price		

Reminder: Report on a separate line for each class of securities beneficially owned directly or indirectly.

**Persons who respond to the collection of information contained in this form are not required to respond unless the form displays a currently valid OMB control number.**

SEC 1474 (9-00)

**Table II - Derivative Securities Acquired, Disposed of, or Beneficially Owned  
(e.g., puts, calls, warrants, options, convertible securities)**

1. Title of Derivative Security (Instr. 3)	2. Conversion or Exercise Price of Derivative Security	3. Transaction Date (Month/Day/Year)	3A. Deemed Execution Date, if any (Month/Day/Year)	4. Transaction Code (Instr. 8)	5. Number of Derivative Securities Acquired (A) or Disposed of (D) (Instr. 3, 4,	6. Date Exercisable and Expiration Date (Month/Day/Year)	7. Title and Amount of Underlying Securities (Instr. 3 and 4)	8. Price of Derivative Security (Instr. 5)	9. Number of Derivative Securities Beneficially Owned Following Reported Transaction(s)	10. Ownership Form of Derivative Security: Direct (D) or Indirect (I) (Instr. 4)
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			and 5)			Expiration Date	Title	Amount or Number of Shares	(Instr. 4)
			Code	V	(A)	(D)			
Stock Option (Right to Buy)	\$10.68	06/02/2004	A		16,000	06/02/2005 (1)	Common Stock	16,000	\$ 0 130,165 D

## Reporting Owners

Reporting Owner Name / Address	Relationships		
	Director	10% Owner	Officer
WALKER KAREN A 100 Sylvan Road Suite 100 Woburn, MA 01801			VP Fin Admin & CFO

## Signatures

*Karen Walker* 6/4/04

Karen Walker 06/04/2004

\*\* Signature of Reporting Person

Date

## Explanation of Responses:

- \* If the form is filed by more than one reporting person, see Instruction 4(b)(v).
- \*\* Intentional misstatements or omissions of facts constitute Federal Criminal Violations. See 18 U.S.C. 1001 and 15 U.S.C. 78ff(a).
- (1) Exercisable in three equal installments commencing on the anniversary of the date of grant.

Note: File three copies of this Form, one of which must be manually signed. If space is insufficient, see Instruction 6 for procedure.

Potential persons who are to respond to the collection of information contained in this form are not required to respond unless the form displays a currently valid OMB number.

Leslie Apony

---

From: EDGAR@sec.gov  
Sent: Friday, June 04, 2004 6:47 AM  
To: kwalker@bcgi.net; secnotices@sendd.com; lapony@bcgi.net  
Subject: ACCEPTED FORM TYPE 4 (0001181431-04-029533)

THE FOLLOWING SUBMISSION HAS BEEN ACCEPTED BY THE U.S. SECURITIES AND EXCHANGE COMMISSION.

COMPANY: BOSTON COMMUNICATIONS GROUP INC  
FORM TYPE: 4 NUMBER OF DOCUMENTS: 1  
RECEIVED DATE: 04-Jun-2004 10:47 ACCEPTED DATE: 04-Jun-2004 10:47  
FILING DATE: 04-Jun-2004 10:47  
TEST FILING: NO CONFIRMING COPY: NO

ACCESSION NUMBER: 0001181431-04-029533

FILE NUMBER(S):  
1. 000-28432

THE PASSWORD FOR LOGIN CIK 0001181431 WILL EXPIRE 22-Apr-2005 21:41.

PLEASE REFER TO THE ACCESSION NUMBER LISTED ABOVE FOR FUTURE INQUIRIES.

REPORTING OWNER(S):

1. CIK: 0001198583  
OWNER: WALKER KAREN A  
FORM TYPE: 4  
FILE NUMBER(S):  
1. 000-28432

ISSUER:

2. CIK: 0001012887  
COMPANY: BOSTON COMMUNICATIONS GROUP INC

----- NOTICE -----

URGENT: Verify that all of your addresses on the EDGAR database are correct. An incorrect address in the EDGAR Accounting Contact Name and Address information may result in your fee Account Activity Statement being returned to the SEC as undeliverable. Please correct outdated addresses via the EDGAR filing website.

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# FORM 4

Check this box if no longer subject to Section 16. Form 4 or Form 5 obligations may continue. See Instruction 1(b).

## UNITED STATES SECURITIES AND EXCHANGE COMMISSION Washington, D.C. 20549

OMB APP /AL  
OMB Number: 3235-0287  
Expires: January 31, 2005  
Estimated average burden hours per response...

### STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP OF SECURITIES

Filed pursuant to Section 16(a) of the Securities Exchange Act of 1934, Section 17(a) of the Public Utility Holding Company Act of 1935 or Section 30(h) of the Investment Company Act of 1940

#### (Print or Type Responses)

1. Name and Address of Reporting Person - WAI KFER KAREN A		2. Issuer Name and Ticker or Trading Symbol BOSTON COMMUNICATIONS GROUP INC [bcgi]		5. Relationship of Reporting Person(s) to Issuer (Check all applicable) ____ Director X ____ Officer (give title below) VP Fin Admin & CFO ____ 10% Owner ____ Other (specify below)	
(Last) (First) (Middle) 100 Sylvan Road, Suite 100		3. Date of Earliest Transaction (Month/Day/Year) 02/27/2004			
(Street) Woburn, MA 01801		4. If Amendment, Date Original Filed (Month/Day/Year)		6. Individual or Joint/Group Filing (Check Applicable Line) X ____ Form filed by One Reporting Person ____ Form filed by More than One Reporting Person	
(City)	(State)	(Zip)			

Table I - Non-Derivative Securities Acquired, Disposed of, or Beneficially Owned

1. Title of Security (Instr. 3)	2. Transaction Date (Month/Day/Year)	2A. Deemed Execution Date, if any (Month/Day/Year)	3. Transaction Code (Instr. 8)	4. Securities Acquired (A) or Disposed of (D) (Instr. 3, 4 and 5)	5. Amount of Securities Beneficially Owned Following Reported Transaction(s) (Instr. 3 and 4)	6. Ownership Form: Direct (D) or Indirect (I) (Instr. 4)	7. Nature of Indirect Beneficial Ownership (Instr. 4)
Common Stock	02/27/2004				3,512	D	
			Code	V Amount (D)	Price		
			p(1)	585	A \$9.146		

Reminder: Report on a separate line for each class of securities beneficially owned directly or indirectly.

Persons who respond to the collection of information contained in this form are not required to respond unless the form displays a currently valid OMB control number.

SEC 1474 (9-01)

Table II - Derivative Securities Acquired, Disposed of, or Beneficially Owned (e.g., puts, calls, warrants, options, convertible securities)

1. Title of Derivative Security (Instr. 3)	2. Conversion or Exercise Price of Derivative Security	3. Transaction Date (Month/Day/Year)	4. Transaction Code (Instr. 8)	5. Number of Derivative Securities Acquired (A) or Disposed (D)	6. Date Exercisable and Expiration Date (Month/Day/Year)	7. Title and Amount of Underlying Securities (Instr. 3 and 4)	8. Price of Derivative Security (Instr. 5)	9. Number of Derivative Securities Beneficially Owned Following	10. Ownership Form of Derivative Security: Direct (D) or Indirect (I)	11. Nature of Indirect Beneficial Ownership (Instr. 1)
--	--	--------------------------------------	--------------------------------	---	--	---	--	---	---	--

			of (D) (Instr. 3, 4, and 5)	Code	V	(A)	(D)	Date Exercisable	Expiration Date	Title	Amount or Number of Shares	Reported Transaction (s) (Instr. 4)	(1) (Instr. 4)

## Reporting Owners

Reporting Owner Name / Address	Relationships		
	Director	10% Owner	Officer
WALKER KAREN A 100 Sylvan Road Suite 100 Woburn, MA 01801			VP Fin Admin & CFO

Signatures *Karen Walker* 3/5/04

Karen Walker

02/27/2004

Signature of Reporting Person

Date

3/5/04

## Explanation of Responses:

- \* If the form is filed by more than one reporting person, see Instruction 4(b)(v).
- \*\* Intentional misstatements or omissions of facts constitute Federal Criminal Violations. See 18 U.S.C. 1001 and 15 U.S.C. 78ff(a).
- (1) Shares purchased under bcgi's Employee Stock Purchase Plan.

Note: File three copies of this Form, one of which must be manually signed. If space is insufficient, see Instruction 6 for procedure.

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Leslie Apony

From: EDGAR@sec.gov  
Sent: Friday, March 05, 2004 12:51 PM  
To: kwalker@bcgi.net; secnotices@sendd.com; lapony@bcgi.net  
Subject: ACCEPTED FORM TYPE 4 (0001181431-04-014140)

THE FOLLOWING SUBMISSION HAS BEEN ACCEPTED BY THE U.S. SECURITIES AND EXCHANGE COMMISSION.

COMPANY: BOSTON COMMUNICATIONS GROUP INC  
FORM TYPE: 4 NUMBER OF DOCUMENTS: 1  
RECEIVED DATE: 05-Mar-2004 17:50 ACCEPTED DATE: 05-Mar-2004 17:51  
FILING DATE: 05-Mar-2004 17:50  
TEST FILING: NO CONFIRMING COPY: NO

ACCESSION NUMBER: 0001181431-04-014140

FILE NUMBER(S):  
1. 000-28432

THE PASSWORD FOR LOGIN CIK 0001181431 WILL EXPIRE 11-Nov-2004 09:15.

PLEASE REFER TO THE ACCESSION NUMBER LISTED ABOVE FOR FUTURE INQUIRIES.

REPORTING OWNER(S):

1. CIK: 0001198583  
OWNER: WALKER KAREN A  
FORM TYPE: 4  
FILE NUMBER(S):  
1. 000-28432

ISSUER:

2. CIK: 0001012887  
COMPANY: BOSTON COMMUNICATIONS GROUP INC

----- NOTICE -----

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			and 5)			Expiration Date	Title	Amount or Number of Shares	(Instr. 4)
			Code	V	(A)	(D)			
Common Stock	\$12.16	01/23/2004	A		16,000	01/23/2005 (1)	Common Stock	16,000	\$ 0 114,165 D

## Reporting Owners

Reporting Owner Name / Address	Relationships		
	Director	10% Owner	Officer
WALKER KAREN A 100 Sylvan Road Suite 100 Woburn, MA 01801			VP Fin Admin & CFO

## Signatures

Karen Walker

01/26/2004

Signature of Reporting Person

Date

## Explanation of Responses:

- \* If the form is filed by more than one reporting person, see Instruction 4(b)(v).
- \*\* Intentional misstatements or omissions of facts constitute Federal Criminal Violations. See 18 U.S.C. 1001 and 15 U.S.C. 78ff(a).
- (1) Exercisable in three equal installments commencing on the anniversary of the date of grant.

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Potential persons who are to respond to the collection of information contained in this form are not required to respond unless the form displays a currently valid OMB number.

**Leslie Apony**

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**From:** EDGAR@sec.gov  
**Sent:** Monday, January 26, 2004 1:51 PM  
**To:** kwalker@bcgi.net; secnotices@sendd.com; lapony@bcgi.net  
**Subject:** ACCEPTED FORM TYPE 4 (0001181431-04-004446)

THE FOLLOWING SUBMISSION HAS BEEN ACCEPTED BY THE U.S. SECURITIES AND EXCHANGE COMMISSION.

COMPANY: BOSTON COMMUNICATIONS GROUP INC  
FORM TYPE: 4 NUMBER OF DOCUMENTS: 1  
RECEIVED DATE: 26-Jan-2004 18:51 ACCEPTED DATE: 26-Jan-2004 18:51  
FILING DATE: 26-Jan-2004 18:51  
TEST FILING: NO CONFIRMING COPY: NO

ACCESSION NUMBER: 0001181431-04-004446

FILE NUMBER(S):  
1. 000-28432

THE PASSWORD FOR LOGIN CIK 0001181431 WILL EXPIRE 11-Nov-2004 09:15.

PLEASE REFER TO THE ACCESSION NUMBER LISTED ABOVE FOR FUTURE INQUIRIES.

REPORTING OWNER(S):

1. CIK: 0001198583  
OWNER: WALKER KAREN A  
FORM TYPE: 4  
FILE NUMBER(S):  
1. 000-28432

ISSUER:

2. CIK: 0001012887  
COMPANY: BOSTON COMMUNICATIONS GROUP INC

----- NOTICE -----

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**FORM 4**

Check this box if no longer subject to Section 16. Form 4 or Form 5 obligations may continue. See instruction 1(b).

**UNITED STATES SECURITIES AND EXCHANGE COMMISSION**  
**Washington, D.C. 20549**

**STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP OF SECURITIES**

Filed pursuant to Section 16(a) of the Securities Exchange Act of 1934, Section 17(a) of the Public Utility Holding Company Act of 1935 or Section 30(h) of the Investment Company Act of 1940

OMB APPROVAL	
OMB Number:	3235-0287
Expires:	January 31, 2005
Estimated average burden hours per response:	10.5

Print or Type Responses)

1. Name and Address of Reporting Person \*

WALKER KAREN A

(Last)

100 Sylvan Road, Suite 100

(First)

(Middle)

(Street)

Woburn, MA 01801

(City)

(State)

(Zip)

2. Title of Security (Instr. 3)

Common Stock

2. Transaction Date (Month/Day/Year)

10/21/2003

2A. Deemed Execution Date, if any (Month/Day/Year)

3. Transaction Code (Instr. 8)

M

4. Securities Acquired (A) or Disposed of (D) (Instr. 3, 4 and 5)

V

Amount (D)

2,000

A

\$8.89

2,927

D

5. Amount of Securities Beneficially Owned Following Reported Transaction(s) (Instr. 3 and 4)

6. Ownership Form: Direct (D) or Indirect (I) (Instr. 4)

7. Nature of Indirect Beneficial Ownership (Instr. 4)

2. Issuer Name and Ticker or Trading Symbol  
BOSTON COMMUNICATIONS GROUP INC  
[bcgi]3. Date of Earliest Transaction (Month/Day/Year)  
10/21/2003

4. If Amendment, Date Original Filed (Month/Day/Year)

5. Relationship of Reporting Person(s) to Issuer (Check all applicable)

Director

X Officer (give title below)

VP Fin Admin &amp; CFO

10% Owner

Other (specify below)

6. Individual or Joint/Group Filing (Check Applicable) ☒ Form filed by One Reporting Person ☐ Form filed by More than One Reporting Person

Table I - Non-Derivative Securities Acquired, Disposed of, or Beneficially Owned

Table II - Derivative Securities Acquired, Disposed of, or Beneficially Owned (e.g., puts, calls, warrants, options, convertible securities)

Reminder: Report on a separate line for each class of securities beneficially owned directly or indirectly.

**Persons who respond to the collection of information contained in this form are not required to respond unless the form displays a currently valid OMB control number.**

SEC 1474 (02-02-05)

Page 52 of 65

Title of Security	3. Transaction Date	4. Transaction Code	5. Number	6. Date Exercisable and	7. Title and Amount	8. Price of	9. Number	10.	11. Nature
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Derivative Security (Instr. 3)	Conversion or Exercise Price of Derivative Security	Date (Month/Day/Year)	Execution Date, if any (Month/Day/Year)	Transaction Code (Instr. 8)	of Derivative Securities Acquired (A) or Disposed of (D) (Instr. 3, 4, and 5)	Expiration Date (Month/Day/Year)		of Underlying Securities (Instr. 3 and 4)		Derivative Security (Instr. 5)	of Derivative Securities Beneficially Owned Following Reported Transaction(s) (Instr. 4)	Ownership Form of Derivative Security: Direct (1) or Indirect (1) (Instr. 4)	of Indirect Beneficial Ownership (Instr. 4)
						Date Exercisable	Expiration Date	Title	Amount or Number of Shares				
Common Stock (Right to Buy) NQ Stock Option	\$8.89	10/21/2003		X	V (A) (D)	09/04/2003 (1)	09/04/2012	Common Stock	2,000	\$8.89	98,165	D	

## Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
WALKER KAREN A 100 Sylvan Road Suite 100 Woburn, MA 01801			VP Fin Admin & CFO	

**Signatures** *Karen Walker*

10/22/03

By: *Alan Bouffard*  
Karen Walker, By Alan Bouffard under Power of Attorney Dated 8/29/2002

10/22/2003

Signature of Reporting Person

Date

## Explanation of Responses:

- \* If the form is filed by more than one reporting person, *see* Instruction 4(b)(v).
- \*\* Intentional misstatements or omissions of facts constitute Federal Criminal Violations. *See* 18 U.S.C. 1001 and 15 U.S.C. 78ff(a).
- (f) Exercisable in three equal installments commencing on the anniversary of the date of grant.

Note: File three copies of this Form, one of which must be manually signed. If space is insufficient, *see* Instruction 6 for procedure.

Potential persons who are to respond to the collection of information contained in this form are not required to respond unless the form displays a currently valid OMB number.

Leslie Apony

From: EDGAR@sec.gov  
Sent: Wednesday, October 22, 2003 1:57 PM  
To: kwalker@bcgi.net; secnotices@sendd.com; lapony@bcgi.net  
Subject: ACCEPTED FORM TYPE 4 (0001181431-03-027299)

THE FOLLOWING SUBMISSION HAS BEEN ACCEPTED BY THE U.S. SECURITIES AND EXCHANGE COMMISSION.

COMPANY: BOSTON COMMUNICATIONS GROUP INC  
FORM TYPE: 4 NUMBER OF DOCUMENTS: 1  
RECEIVED DATE: 22-Oct-2003 17:55 ACCEPTED DATE: 22-Oct-2003 17:57  
FILING DATE: 22-Oct-2003 17:55  
TEST FILING: NO CONFIRMING COPY: NO

ACCESSION NUMBER: 0001181431-03-027299

FILE NUMBER(S):

1. 000-28432

THE PASSWORD FOR LOGIN CIK 0001181431 WILL EXPIRE 13-Jul-2004 12:20.

PLEASE REFER TO THE ACCESSION NUMBER LISTED ABOVE FOR FUTURE INQUIRIES.

REPORTING OWNER(S):

1. CIK: 0001198583  
OWNER: WALKER KAREN A  
FORM TYPE: 4  
FILE NUMBER(S):  
1. 000-28432

ISSUER:

2. CIK: 0001012887  
COMPANY: BOSTON COMMUNICATIONS GROUP INC

----- NOTICE -----

URGENT: Verify that all of your addresses on the EDGAR database are correct. An incorrect address in the EDGAR Accounting Contact Name and Address information may result in your fee Account Activity Statement being returned to the SEC as undeliverable. Please correct outdated addresses via the EDGAR filing website.

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We strongly encourage you to visit the Filing Website at <https://www.edgarfiling.sec.gov>. You can download our current version of the EDGARLink/Windows software and templates, the Filer Manual, receive on-line help, and access Frequently Asked Questions.

**FORM 4**

File Check this box if no longer subject to Section 16. Form 4 or Form 5 obligations may continue. See Instruction 1(b).

**UNITED STATES SECURITIES AND EXCHANGE COMMISSION**  
**Washington, D.C. 20549**

**STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP OF SECURITIES**

Filed pursuant to Section 16(a) of the Securities Exchange Act of 1934, Section 17(a) of the Public Utility Holding Company Act of 1935 or Section 30(h) of the Investment Company Act of 1940

<b>OMB APPROVAL</b>	
OMB Number:	3235-0087
Expires:	January 31, 2005
Estimated average burden hours per response...	0.5

(Print or Type Responses)

1. Name and Address of Reporting Person *		2. Issuer Name and Ticker or Trading Symbol		5. Relationship of Reporting Person(s) to Issuer (Check all applicable)			
WALKER KAREN A		BOSTON COMMUNICATIONS GROUP INC [bcgi]		Director _____ X Officer (give title below) _____ 10% Owner _____ Other (specify below) _____ VP Fin Admin & CFO			
(Last) (First) (Middle)		3. Date of Earliest Transaction (Month/Day/Year)		6. Individual or Joint/Group Filing (Check Applicable Line)			
100 Sylvan Road, Suite 100		08/26/2003		X Form filed by One Reporting Person Form filed by More than One Reporting Person _____			
(Street)		4. If Amendment, Date Original Filed (Month/Day/Year)					
Woburn, MA 01801							
(City) (State) (Zip)		Table I - Non-Derivative Securities Acquired, Disposed of, or Beneficially Owned					
1. Title of Security (Instr. 3)	2. Transaction Date (Month/Day/Year)	2A. Deemed Execution Date, if any (Month/Day/Year)	3. Transaction Code (Instr. 8)	4. Securities Acquired (A) or Disposed of (D) (Instr. 3, 4 and 5)	5. Amount of Securities Beneficially Owned Following Reported Transaction(s) (Instr. 3 and 4)	6. Ownership Form: Direct (D) or Indirect (I) (Instr. 4)	7. Nature of Indirect Beneficial Ownership (Instr. 3)

Reminder: Report on a separate line for each class of securities beneficially owned directly or indirectly.

**Persons who respond to the collection of information contained in this form are not required to respond unless the form displays a currently valid OMB control number.**

SEC 1474 (9-02)

**Table II - Derivative Securities Acquired, Disposed of, or Beneficially Owned  
(e.g., puts, calls, warrants, options, convertible securities)**

1. Title of Derivative Security	2. Conversion or Exercise Date (Month/Day/Year)	3A. Deemed Execution Date, if any	4. Transaction Code	5. Number of Derivative	6. Date Exercisable and Expiration Date (Month/Day/Year)	7. Title and Amount of Underlying Securities	8. Price of Derivative Security	9. Number of Derivative	10. Ownership Form of	11. Nature of Indirect Beneficial
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(Instr. 3)	Price of Derivative Security	(Month/Day/Year)	(Instr. 8)	Securities Acquired (A) or Disposed of (D) (Instr. 3, 4, and 5)	Code	V	(A)	(D)	Date Exercisable	Expiration Date	Title	Amount or Number of Shares	(Instr. 3 and 4)	(Instr. 5)	Securities Beneficially Owned Following Reported Transaction (s) (Instr. 4)	Derivative Security: Direct (D) or Indirect (I) (Instr. 4)	Owners (Instr. 4)
Common Stock (Right to Buy)	\$13.03	08/26/2003	A	21,000					08/26/2004 (1)	08/26/2013	Common Stock	21,000	\$13.03	100,165	D		

## Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
WALKER KAREN A 100 Sylvan Road Suite 100 Woburn, MA 01801			VP Fin Admin & CFO	

## Signatures

*Karen Walker*  
By: *Karen Walker*  
Karen Walker, By Alan Buffard under Power of Attorney Dated 8/29/2002

08/27/2003

Date

\*\*Signature of Reporting Person

## Explanation of Responses:

\* If the form is filed by more than one reporting person, see Instruction 4(b)(v).



**\*\*** Intentional misstatements or omissions of facts constitute Federal Criminal Violations. *See* 18 U.S.C. 1001 and 15 U.S.C. 78ff (a).

**(1)** Exercisable in three equal installments commencing on the anniversary of the date of grant.

Note: File three copies of this Form, one of which must be manually signed. If space is insufficient, *see* Instruction 6 for procedure.

Potential persons who are to respond to the collection of information contained in this form are not required to respond unless the form displays a currently valid OMB number.

Leslie Apony

From: EDGAR.POSTMASTER@sec.gov  
Sent: Wednesday, August 27, 2003 12:41 PM  
To: kwalker@bcgi.net; secnotices@sendd.com; lapony@bcgi.net  
Subject: ACCEPTED FORM TYPE 4 (0001181431-03-020713)

THE FOLLOWING SUBMISSION HAS BEEN ACCEPTED BY THE U.S. SECURITIES AND EXCHANGE COMMISSION.

COMPANY: BOSTON COMMUNICATIONS GROUP INC  
FORM TYPE: 4 NUMBER OF DOCUMENTS: 1  
RECEIVED DATE: 27-Aug-2003 16:40 ACCEPTED DATE: 27-Aug-2003 16:41  
FILING DATE: 27-Aug-2003 16:40  
TEST FILING: NO CONFIRMING COPY: NO

ACCESSION NUMBER: 0001181431-03-020713

FILE NUMBER(S):  
1. 000-28432

THE PASSWORD FOR LOGIN CIK 0001181431 WILL EXPIRE 13-Jul-2004 12:20.

PLEASE REFER TO THE ACCESSION NUMBER LISTED ABOVE FOR FUTURE INQUIRIES.

REPORTING OWNER(S):

1. CIK: 0001198583  
OWNER: WALKER KAREN A  
FORM TYPE: 4  
FILE NUMBER(S):  
1. 000-28432

ISSUER:

2. CIK: 0001012887  
COMPANY: BOSTON COMMUNICATIONS GROUP INC

----- NOTICE -----

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**FORM 4**

Check this box if no longer subject to Section 16. Form 4 or Form 5 obligations may continue. See Instruction 1(b).

**UNITED STATES SECURITIES AND EXCHANGE COMMISSION**  
**Washington, D.C. 20549**

**STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP OF SECURITIES**

Filed pursuant to Section 16(a) of the Securities Exchange Act of 1934, Section 17(a) of the Public Utility Holding Company Act of 1935 or Section 30(h) of the Investment Company Act of 1940

OMB APPROVAL	
OMB Number:	3235-0287
Expires:	January 31, 2005
Estimated average burden hours per response...	0.5

(Print or Type Responses)

1. Name and Address of Reporting Person *		2. Issuer Name and Ticker or Trading Symbol		5. Relationship of Reporting Person(s) to Issuer (Check all applicable)	
WALKER KAREN A		BOSTON COMMUNICATIONS GROUP INC [bcgi]		Director _____ 10% Owner _____ Other (specify below) _____	
(Last)		(Middle)		VP Fin Admin & CFO	
3. Date of Earliest Transaction (Month/Day/Year)		4. If Amendment, Date Original Filed (Month/Day/Year)		6. Individual or Joint/Group Filing (Check Applicable Line)	
07/09/2003				_X_ Form filed by One Reporting Person ____ Form filed by More than One Reporting Person	
(First)		(Street)			
(City)		(State)		(Zip)	

Table 1 - Non-Derivative Securities Acquired, Disposed of, or Beneficially Owned

1. Title of Security (Instr. 3)	2. Transaction Date (Month/Day/Year)	2A. Deemed Execution Date, if any (Month/Day/Year)	3. Transaction Code (Instr. 8)	4. Securities Acquired (A) or Disposed of (D) (Instr. 3, 4 and 5)	5. Amount of Securities Beneficially Owned Following Reported Transaction(s) (Instr. 3 and 4)	6. Ownership Form: Direct (D) or Indirect (I) (Instr. 4)	7. Nature of Indirect Beneficial Ownership (Instr. 4)
Common Stock	07/09/2003		G(1)	100	D \$21.525 927	D	

Reminder: Report on a separate line for each class of securities beneficially owned directly or indirectly.

Persons who respond to the collection of information contained in this form are not required to respond unless the form displays a currently valid OMB control number.

SEC 1474 (9-02)

Table II - Derivative Securities Acquired, Disposed of, or Beneficially Owned  
(e.g., puts, calls, warrants, options, convertible securities)

1. Title of Derivative Security (Instr. 3)	2. Conversion or Exercise Price of Derivative	3. Transaction Date (Month/Day/Year)	3A. Deemed Execution Date, if any (Month/Day/Year)	4. Transaction Code (Instr. 8)	5. Number of Derivative Securities Acquired	6. Date Exercisable and Expiration Date (Month/Day/Year)	7. Title and Amount of Underlying Securities (Instr. 3 and 4)	8. Price of Derivative Security (Instr. 5)	9. Number of Derivative Securities Beneficially Owned	10. Ownership Form of Derivative Security: (Instr. 4)	11. Nature of Indirect Beneficial Ownership (Instr. 4)
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[illegible]

# Reporting Owners

Reporting Owner Name / Address	Relationships		
	Director	10% Owner	Officer
WALKER KAREN A			VP Fin Admin & CFO
			Other

## Signatures

Karen A. Walker

Signature of Reporting Person Kanellu Date 7/11/03

## Explanation of Responses:

- \* If the form is filed by more than one reporting person, *see* Instruction 4(b)(v).
- \*\* Intentional misstatements or omissions of facts constitute Federal Criminal Violations. *See* 18 U.S.C. 1001 and 15 U.S.C. 78ff.
- (1) Charitable Gift

**Note:** File three copies of this Form, one of which must be manually signed. If space is insufficient, see Instruction 6 for procedure.

potential persons who are to respond to the collection of information contained in this form are not required to respond unless the form displays a currently valid OMB number.

Leslie Apony

From: EDGAR.POSTMASTER@sec.gov  
Sent: Friday, July 11, 2003 10:59 AM  
To: kwalker@bcgi.net; secnotices@sendd.com; lapony@bcgi.net  
Subject: ACCEPTED FORM TYPE 4 (0001181431-03-013813)

THE FOLLOWING SUBMISSION HAS BEEN ACCEPTED BY THE U.S. SECURITIES AND EXCHANGE COMMISSION.

COMPANY: BOSTON COMMUNICATIONS GROUP INC  
FORM TYPE: 4 NUMBER OF DOCUMENTS: 1  
RECEIVED DATE: 11-Jul-2003 14:59 ACCEPTED DATE: 11-Jul-2003 14:59  
FILING DATE: 11-Jul-2003 14:59  
TEST FILING: NO CONFIRMING COPY: NO

ACCESSION NUMBER: 0001181431-03-013813

FILE NUMBER(S):  
1. 000-28432

THE PASSWORD FOR LOGIN CIK 0001181431 WILL EXPIRE 20-Aug-2003 13:03.

PLEASE REFER TO THE ACCESSION NUMBER LISTED ABOVE FOR FUTURE INQUIRIES.

REPORTING OWNER(S):

1. CIK: 0001198583  
OWNER: WALKER KAREN A  
FORM TYPE: 4  
FILE NUMBER(S):  
1. 000-28432

ISSUER:

2. CIK: 0001012887  
COMPANY: BOSTON COMMUNICATIONS GROUP INC

----- NOTICE -----

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SEC Form 4

FORM 4		UNITED STATES SECURITIES AND EXCHANGE COMMISSION Washington, D.C. 20549		OMB APPROVAL	
<p>[ ] Check this box if no longer subject to Section 16. Form 4 or Form 5 obligations may continue. See Instruction 1(b).</p>		<p><b>STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP</b></p> <p>Filed pursuant to Section 16(a) of the Securities Exchange Act of 1934, Section 17(a) of the Public Utility Holding Company Act of 1935 or Section 30(h) of the Investment Company Act of 1940</p>		<p>OMB Number: 3235-0287 Expires: January 31, 2005 Estimated average burden hours per response: . . . . . 0.5</p>	
<p>1. Name and Address of Reporting Person*</p> <p>Walker, Karen (Last) (First) (Middle) 100 Sylvan Road Suite 100 Woburn, MA 01801 (City) (State) (Zip)</p>		<p>2. Issuer Name and Ticker or Trading Symbol</p> <p>Boston Communications Group bcgl</p>		<p>4. Statement for (Month/Day/Year)</p> <p>04/21/2003</p>	
<p>3. I.R.S. Identification Number of Reporting Person, if an entity (voluntary)</p>		<p>5. If Amendment, Date of Original (Month/Day/Year)</p>		<p>6. Relationship of Reporting Person(s) to Issuer (Check all applicable)</p> <p>Director <input type="checkbox"/> 10% Owner <input type="checkbox"/> Other (specify below) <input checked="" type="checkbox"/> Officer (give title below)</p> <p>Description <u>VP Fin Admin &amp; CFO</u></p>	
<p>7. Individual or Joint/Group Filing (Check Applicable Line)</p> <p><input checked="" type="checkbox"/> Form filed by One Reporting Person <input type="checkbox"/> Form filed by More than One Reporting Person</p>					

Table I - Non-Derivative Securities Acquired, Disposed of, or Beneficially Owned

1. Title of Security (Instr. 3)	2. Transaction Date (Month/Day/Year)	2A. Deemed Execution Date, if any (Month/Day/Year)	3. Transaction Code (Instr. 8)	4. Securities Acquired (A) or Disposed Of (D) (Instr. 3, 4, and 5)		5. Amount of Securities Beneficially Owned Following Reported Transaction(s) (Instr. 3 and 4)	6. Ownership Form: Direct (D) or Indirect (I) (Instr. 4)	7. Nature of Indirect Beneficial Ownership (Instr. 4)
				Code	V	Amount	Price	
Common Stock	04/21/2003			S*		5,316	\$19.95	D

Table II - Derivative Securities Acquired, Disposed of, or Beneficially Owned (e.g., puts, calls, warrants, options, convertible securities)

1. Title of Derivative Security (Instr. 3)	2. Conversion or Exercise Price of Derivative	3. Transaction Date (Month/Day/Year)	3A. Deemed Execution Date, if any	4. Transaction Code (Instr. 8)	5. Number of Derivative Securities Acquired (A) or Disposed Of (D)	6. Date Exercisable (DE) and Expiration Date (ED) (Month/Day/Year)	7. Title and Amount of Underlying Securities (Instr. 3 and 4)	8. Price of Derivative Security (Instr. 5)	9. Number of Derivative Securities Beneficially Owned Following	10. Ownership Form of Derivative	11. Nature of Indirect Beneficial Ownership (Instr. 4)
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Security	Year	(Month/ Day/ Year)	(Instr. 3, 4 and 5)				DE	ED	Title	Amount or Number of Shares	Reported Transaction (s) (Instr. 4)	Securities: Direct (D) or Indirect (I) (Instr. 4)	
			Code	V	A	D							
Common Stock (Right to Buy)	\$13.00	04/21/2003	X			5,316	(1)	8/25/2010	Common Stock	5,316	\$13.00	79,165	D

## Explanation of Responses:

\*Pursuant to a 10b5-1 Plan.  
(1) Exercisable in three equal installments commencing on the anniversary date.

By: *Kevin C. W.*  
/s/

Date: *4/22/03*

\*\* Signature of Reporting Person

SEC 1474 (9-02)

Reminder: Report on a separate line for each class of securities beneficially owned directly or indirectly.

\* If the form is filed by more than one reporting person, see Instruction 4(b)(v).

\*\* Intentional misstatements or omissions of facts constitute Federal Criminal Violations See 18 U.S.C. 1001 and 15 U.S.C. 78ff(a).

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**Leslie Apony**

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From: EDGAR.POSTMASTER@sec.gov  
Sent: Tuesday, April 22, 2003 2:07 PM  
To: kwalker@bcgi.net; secnotices@sendd.com; lapony@bcgi.net  
Subject: ACCEPTED FORM TYPE 4 (0001181431-03-006031)

THE FOLLOWING SUBMISSION HAS BEEN ACCEPTED BY THE U.S. SECURITIES AND EXCHANGE COMMISSION.

COMPANY: BOSTON COMMUNICATIONS GROUP INC  
FORM TYPE: 4 NUMBER OF DOCUMENTS: 1  
RECEIVED DATE: 22-Apr-2003 18:07 ACCEPTED DATE: 22-Apr-2003 18:07  
FILING DATE: 23-Apr-2003 08:00  
TEST FILING: NO CONFIRMING COPY: NO

ACCESSION NUMBER: 0001181431-03-006031

FILE NUMBER(S):  
1. 000-28432

THE PASSWORD FOR LOGIN CIK 0001181431 WILL EXPIRE 20-Aug-2003 13:03.

PLEASE REFER TO THE ACCESSION NUMBER LISTED ABOVE FOR FUTURE INQUIRIES.

SUBJECT COMPANY(S):

1. CIK: 0001012887  
COMPANY: BOSTON COMMUNICATIONS GROUP INC  
FORM TYPE: 4  
FILE NUMBER(S):  
1. 000-28432

FILED BY:

2. CIK: 0001198583  
FILER: WALKER KAREN A

----- NOTICE -----

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# **Exhibit 29 - Part 2**

# FORM 4

**Form 5** **5** obligations may continue. See Instruction 1(b).

## UNITED STATES SECURITIES AND EXCHANGE COMMISSION

Washington, D.C. 20549

## STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP

Filed pursuant to Section 16(a) of the Securities Exchange Act of 1934, Section 17(a) of the Public Utility Holding Company Act of 1935 or Section 30(h) of the Investment Company Act of 1940

OMB APPROVAL

OMB Number: 3235-0287  
Expires: January 31, 2005  
Estimated average burden  
hours per response: . . . 0.5

1. Name and Address of Reporting Person Walker, Karen (Last) (First) (Middle) 100 Sylvan Road Suite 100 Woburn, MA 01801 (City) (State) (Zip)	2. Issuer Name and Ticker or Trading Symbol Boston Communications Group bcgi	4. Statement for (Month/Day/Year) 04/17/2003	6. Relationship of Reporting Person(s) to Issuer (Check all applicable) Director <input type="checkbox"/> 10% Owner <input checked="" type="checkbox"/> Officer (give title below) Other (specify below) Description VP Fin Admin & CFO 7. Individual or Joint/Group Filing (Check Applicable Line) <input checked="" type="checkbox"/> Form filed by One Reporting Person <input type="checkbox"/> Form filed by More than One Reporting Person
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Table 1 - Non-Derivative Securities Acquired, Disposed of, or Beneficially Owned

1. Title of Security (Instr. 3)	2. Transaction Date (Month/Day/Year)	2A. Deemed Execution Date, if any (Month/Day/Year)	3. Transaction Code (Instr. 8)	4. Securities Acquired (A) or Disposed Of (D) (Instr. 3, 4, and 5)		5. Amount of Securities Beneficially Owned Following Reported Transaction (s)	6. Owner- ship Form: Direct (D) or Indirect (I)	7. Nature of Indirect Beneficial Ownership (Instr. 4)
			Code	Amount	A/D	Price	(Instr. 3 and 4)	
Common Stock	04/17/2003		S*	6,400	D	\$17.5897	1,027	D
Common Stock	04/17/2003		S*	8,018	D	\$18.1173	1,027	D

**Table II - Derivative Securities Acquired, Disposed of, or Beneficially Owned (e.g., puts, calls, warrants, options, convertible securities)**

1. Title of Derivative Security (Instr.)	2. Conversion or Exercise Price of	3. Transaction Date	3A. Deemed Execution Date, if	4. Transaction Code (Instr 8)	5. Number of Derivative Securities Acquired (A)	6. Date Exercisable(DE) and Expiration Date(ED) (Month/Day/Year)	7. Title and Amount of Underlying Securities (Instr. 3 and 4)	8. Price of Derivative Security	9. Number of Derivative Securities Beneficially	10. Ownership Form of	11. Nature of Indirect Beneficial Ownership
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3)	Deriv- ative Security	(Month/ Day/ Year)	any (Month/ Day/ Year)	or Disposed Of (D) (Instr. 3, 4 and 5)				ED	Title	Amount or Number of Shares	(Instr. 5)	Owned Following Reported Transaction (s) (Instr. 4)	Deriv- ative Securities- Direct (D) or Indirect (I) (Instr. 4)	(Instr. 4)	
				Code	V	A	D								DE
Common Stock (Right to Buy)	\$8.625	04/17/2003		X			2,600	(1)	2/3/2009	Common Stock	2,600	\$8.625	96,299	D	
Common Stock (Right to Buy)	\$7.58	04/17/2003		X			3,800	2/28/2003	1/25/2012	Common Stock	3,800	\$7.58	92,499	D	
Common Stock (Right to Buy)	\$13.00	04/17/2003		X			8,018	(2)	8/25/2010	Common Stock	8,018	\$13.00	84,481	D	

## Explanation of Responses:

\*Pursuant to a 10b5-1 Plan.

(1) Exercisable in five equal installments commencing on the anniversary date.

(2) Exercisable in three equal installments commencing on the anniversary date.

By: *Kenneth W. ...*  
/s/

Date:

4/18/03

\*\* Signature of Reporting Person

SEC 1474 (9-02)

Reminder: Report on a separate line for each class of securities beneficially owned directly or indirectly.

\* If the form is filed by more than one reporting person, see Instruction 4(b)(v).

\*\* Intentional misstatements or omissions of facts constitute Federal Criminal Violations See 18 U.S.C. 1001 and 15 U.S.C. 78ff(a).

Note: File three copies of this Form, one of which must be manually signed. If space is insufficient, see Instruction 6 for procedure.

Potential persons who are to respond to the collection of information contained in this form are not required to respond unless the form displays a currently valid OMB Number.

Leslie Apony

---

From: EDGAR.POSTMASTER@sec.gov  
Sent: Monday, April 21, 2003 8:49 AM  
To: kwalker@bcgi.net; secnotices@sendd.com; lapony@bcgi.net  
Subject: ACCEPTED FORM TYPE 4 (0001181431-03-005932)

THE FOLLOWING SUBMISSION HAS BEEN ACCEPTED BY THE U.S. SECURITIES AND EXCHANGE COMMISSION.

COMPANY: BOSTON COMMUNICATIONS GROUP, INC  
FORM TYPE: 4 NUMBER OF DOCUMENTS: 1  
RECEIVED DATE: 21-Apr-2003 12:49 ACCEPTED DATE: 21-Apr-2003 12:49  
FILING DATE: 21-Apr-2003 12:49  
TEST FILING: NO CONFIRMING COPY: NO

ACCESSION NUMBER: 0001181431-03-005932

FILE NUMBER(S):  
1. 000-28432

THE PASSWORD FOR LOGIN CIK 0001181431 WILL EXPIRE 20-Aug-2003 13:03.

PLEASE REFER TO THE ACCESSION NUMBER LISTED ABOVE FOR FUTURE INQUIRIES.

SUBJECT COMPANY(S):

1. CIK: 0001012887  
COMPANY: BOSTON COMMUNICATIONS GROUP INC  
FORM TYPE: 4  
FILE NUMBER(S):  
1. 000-28432

FILED BY:

2. CIK: 0001198583  
FILER: WALKER KAREN A

----- NOTICE -----

URGENT: Verify that all of your addresses on the EDGAR database are correct. An incorrect address in the EDGAR Accounting Contact Name and Address information may result in your fee Account Activity Statement being returned to the SEC as undeliverable. Please correct outdated addresses via the EDGAR filing website.

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We strongly encourage you to visit the Filing Website at <https://www.edgarfiling.sec.gov>. You can download our current version of the EDGARLink/Windows software and templates, the Filer Manual, receive on-line help, and access Frequently Asked Questions.



SEC Form 4

**FORM 4**

[ ] Check this box if no longer subject to Section 16. Form 4 or Form 5 obligations may continue. See Instruction 1(b).

**UNITED STATES SECURITIES AND EXCHANGE COMMISSION**

Washington, D.C. 20549

**STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP**

Filed pursuant to Section 16(a) of the Securities Exchange Act of 1934, Section 17(a) of the Public Utility Holding Company Act of 1935 or Section 30(h) of the Investment Company Act of 1940

OMB APPROVAL

OMB Number: 3235-0287  
Expires: January 31, 2005  
Estimated average burden hours per response: . . . . . 0.5

1. Name and Address of Reporting Person *		2. Issuer Name and Ticker or Trading Symbol		4. Statement for (Month/Day/Year)		6. Relationship of Reporting Person(s) to Issuer (Check all applicable)	
Walker, Karen		Boston Communications Group		03/21/2003		Director <input type="checkbox"/> 10% Owner <input type="checkbox"/> Officer (give title below) <input type="checkbox"/> Other (specify below) <input type="checkbox"/>	
(Last) (First) (Middle)		bcgi				Description <u>VP Fin Admin &amp; CFO</u>	
100 Sylvan Road Suite 100		3. I.R.S. Identification Number of Reporting Person, if an entity (voluntary)		5. If Amendment, Date of Original (Month/Day/Year)		7. Individual or Joint/Group Filing (Check Applicable Line)	
Woburn, MA 01801						<input checked="" type="checkbox"/> Form filed by One Reporting Person	
(City) (State) (Zip)						<input type="checkbox"/> Form filed by More than One Reporting Person	

Table I - Non-Derivative Securities Acquired, Disposed of, or Beneficially Owned

1. Title of Security (Instr. 3)	2. Transaction Date (Month/Day/Year)	2A. Deemed Execution Date, if any (Month/Day/Year)	3. Transaction Code (Instr. 8)	4. Securities Acquired (A) or Disposed Of (D) (Instr. 3, 4, and 5)	5. Amount of Securities Beneficially Owned Following Reported Transaction (s)	6. Ownership Form: Direct (D) or Indirect (I)	7. Nature of Indirect Beneficial Ownership (Instr. 4)
Common Stock	03/21/2003		Code V	Amount	A/D	Price	
			S*	6,667	D	\$15.95	
						1,027	D

Table II - Derivative Securities Acquired, Disposed of, or Beneficially Owned (e.g., puts, calls, warrants, options, convertible securities)

1. Title of Derivative Security (Instr. 3)	2. Conversion or Exercise Price of Derivative	3. Transaction Date (Month/Day/Year)	3A. Deemed Execution Date, if any	4. Transaction Code (Instr. 8)	5. Number of Derivative Securities Acquired (A) or Disposed Of (D)	6. Date Exercisable (DE) and Expiration Date (ED) (Month/Day/Year)	7. Title and Amount of Underlying Securities (Instr. 3 and 4)	8. Price of Derivative Security (Instr. 5)	9. Number of Derivative Securities Beneficially Owned Following	10. Ownership Form of Derivative	11. Nature of Indirect Beneficial Ownership (Instr. 4)

Security	Year	(Month/ Day/ Year)	(Instr. 3, 4 and 5)			ED	Title	Amount or Number of Shares	Reported Transaction (s) (Instr. 4)	Securities- Direct (D) or Indirect (I) (Instr. 4)
			Code	V	A	DE				
Common Stock (Right to Buy)		03/21/2003	X			(1)	Common Stock	5,000	100,566	D
Common Stock (Right to Buy)		03/21/2003	X			(2)	Common Stock	1,667	98,899	D

## Explanation of Responses:

\*Pursuant to a 10b5-1 Plan.

(1) Exercisable in five equal installments commencing on the anniversary date.

(2) Exercisable in three equal installments commencing on the anniversary date.

By: KACW  
/s/

Date:

3/24/03.

SEC 1474 (9-02)

\*\* Signature of Reporting Person

Reminder: Report on a separate line for each class of securities beneficially owned directly or indirectly.

\* If the form is filed by more than one reporting person, see Instruction 4(b)(v).

\*\* Intentional misstatements or omissions of facts constitute Federal Criminal Violations See 18 U.S.C. 1001 and 15

U.S.C. 78ff(a).

Note: File three copies of this Form, one of which must be manually signed. If space is insufficient, see Instruction 6 for procedure.

Potential persons who are to respond to the collection of information contained in this form are not required to respond unless the form displays a currently valid OMB Number.

Leslie Apony

---

From: EDGAR.POSTMASTER@sec.gov  
Sent: Monday, March 24, 2003 11:58 AM  
To: kwalker@bcgi.net; secnotices@sendd.com; lapony@bcgi.net  
Subject: ACCEPTED FORM TYPE 4 (0001181431-03-004695)

THE FOLLOWING SUBMISSION HAS BEEN ACCEPTED BY THE U.S. SECURITIES AND EXCHANGE COMMISSION.

COMPANY: BOSTON COMMUNICATIONS GROUP INC  
FORM TYPE: 4 NUMBER OF DOCUMENTS: 1  
RECEIVED DATE: 24-Mar-2003 16:58 ACCEPTED DATE: 24-Mar-2003 16:58  
FILING DATE: 24-Mar-2003 16:58  
TEST FILING: NO CONFIRMING COPY: NO

ACCESSION NUMBER: 0001181431-03-004695

FILE NUMBER(S):  
1. 000-28432

THE PASSWORD FOR LOGIN CIK 0001181431 WILL EXPIRE 20-Aug-2003 13:03.

PLEASE REFER TO THE ACCESSION NUMBER LISTED ABOVE FOR FUTURE INQUIRIES.

SUBJECT COMPANY(S):

1. CIK: 0001012887  
COMPANY: BOSTON COMMUNICATIONS GROUP INC  
FORM TYPE: 4  
FILE NUMBER(S):  
1. 000-28432

FILED BY:

2. CIK: 0001198583  
FILER: WALKER KAREN A

----- NOTICE -----

URGENT: Verify that all of your addresses on the EDGAR database are correct. An incorrect address in the EDGAR Accounting Contact Name and Address information may result in your fee Account Activity Statement being returned to the SEC as undeliverable. Please correct outdated addresses via the EDGAR filing website.

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SEC Form 4

FORM 4		UNITED STATES SECURITIES AND EXCHANGE COMMISSION Washington, D.C. 20549		OMB APPROVAL	
<p>[ ] Check this box if no longer subject to Section 16. Form 4 or Form 5 obligations may continue. See instruction 1(h).</p>		<p><b>STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP</b></p> <p>Filed pursuant to Section 16(a) of the Securities Exchange Act of 1934, Section 17(a) of the Public Utility Holding Company Act of 1935 or Section 30(h) of the Investment Company Act of 1940</p>		<p>OMB Number: 3235-0287 Expires: January 31, 2005 Estimated average burden hours per response . . . . . 0.5</p>	
<p>1. Name and Address of Reporting Person</p> <p>Walker, Karen</p> <p>(Last) (First) (Middle)</p> <p>100 Sylvan Road</p> <p>Suite 100</p> <p>Woburn, MA 01801</p> <p>(City) (State) (Zip)</p>		<p>2. Issuer Name and Ticker or Trading Symbol</p> <p>Boston Communications Group bcgi</p>		<p>4. Statement for (Month/Day/Year)</p> <p>03/20/2003</p>	
<p>3. I.R.S. Identification Number of Reporting Person, if an entity (voluntary)</p>		<p>5. If Amendment, Date of Original (Month/Day/Year)</p>		<p>6. Relationship of Reporting Person(s) to Issuer (Check all applicable)</p> <p><input type="checkbox"/> Director <input type="checkbox"/> 10% Owner</p> <p><input checked="" type="checkbox"/> Officer (give title below) <input type="checkbox"/> Other (specify below)</p> <p>Description <u>VP, Fin Admin &amp; CFO</u></p> <p>7. Individual or Joint/Group Filing (Check Applicable Line)</p> <p><input checked="" type="checkbox"/> Form filed by One Reporting Person</p> <p><input type="checkbox"/> Form filed by More than One Reporting Person</p>	

Table I - Non-Derivative Securities Acquired, Disposed of, or Beneficially Owned

1. Title of Security (Instr. 3)	2. Transaction Date (Month/Day/Year)	2A. Deemed Execution Date, if any (Month/Day/Year)	3. Transaction Code (Instr. 8)	4. Securities Acquired (A) or Disposed Of (D) (Instr. 3, 4, and 5)		5. Amount of Securities Beneficially Owned Following Reported Transaction(s)	6. Ownership Form: Direct (D) or Indirect (I)	7. Nature of Indirect Beneficial Ownership (Instr. 4)
				Code	V	Amount	Price	
Common Stock	03/20/2003			S*		8,134	D	\$14.967
						1,027	D	

Table II - Derivative Securities Acquired, Disposed of, or Beneficially Owned (e.g., puts, calls, warrants, options, convertible securities)

1. Title of Derivative Security (Instr. 3)	2. Conversion or Exercise Price of Derivative	3. Transaction Date (Month/Day/Year)	3A. Deemed Execution Date, if any	4. Transaction Code (Instr. 8)	5. Number of Derivative Securities Acquired (A) or Disposed Of (D)	6. Date Exercisable (DE) and Expiration Date (ED) (Month/Day/Year)	7. Title and Amount of Underlying Securities (Instr. 3 and 4)	8. Price of Derivative Security (Instr. 5)	9. Number of Derivative Securities Beneficially Owned Following	10. Ownership Form of Derivative (Instr. 4)	11. Nature of Indirect Beneficial Ownership (Instr. 4)

Security	Year)	(Month/ Day/ Year)	(Instr. 3, 4 and 5)				DE	ED	Title	Amount or Number of Shares	Reported Transaction (s) (Instr. 4)	Securities: Direct (D) or Indirect (I) (Instr. 4)
			Code	V	A	D						
Common Stock (Right to Buy)	\$4.875	03/20/2003	X			(1)	4/29/2007	Common Stock	4,800	\$4.875	108,900	D
Common Stock (Right to Buy)	\$6.4375	03/20/2003	X			(2)	4/6/2011	Common Stock	3,334	\$6.4375	105,566	D

**Explanation of Responses:**

\*Pursuant to a 10b5-1 Plan.

(1) Exercisable in five equal installments commencing on the anniversary date.

- (1) Exercisable in five equal installments commencing on the anniversary date.
- (2) Exercisable in three equal installments commencing on the anniversary date.

By: /s/

By: Kan  
/s/

Date:

3/21/03

SEC 1474 (9-02)

Reminder: Report on a separate line for each class of securities beneficially owned directly or indirectly.

- If the form is filed by more than one reporting person, see Instruction 4(b)(v).

- If the form is filed by more than one reporting person, see Instruction 4(b)(v).
- Intentional misstatements or omissions of facts constitute Federal Criminal Violations See 18 U.S.C. 1001 and 15

**\*\* Intentional mis-**

U.S.C. 78ff(a).

Note: File the  
procedure

proceedure.

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Leslie Apony

rom: EDGAR.POSTMASTER@sec.gov  
 Sent: Friday, March 21, 2003 8:13 AM  
 To: kwalker@bcgi.net; secnotices@sendd.com; lapony@bcgi.net  
 Subject: ACCEPTED FORM TYPE 4 (0001181431-03-004594)

THE FOLLOWING SUBMISSION HAS BEEN ACCEPTED BY THE U.S. SECURITIES AND EXCHANGE COMMISSION.

COMPANY: BOSTON COMMUNICATIONS GROUP INC  
 FORM TYPE: 4 NUMBER OF DOCUMENTS: 1  
 RECEIVED DATE: 21-Mar-2003 13:13 ACCEPTED DATE: 21-Mar-2003 13:13  
 FILING DATE: 21-Mar-2003 13:13  
 TEST FILING: NO CONFIRMING COPY: NO

ACCESSION NUMBER: 0001181431-03-004594

FILE NUMBER(S):  
 1. 000-28432

THE PASSWORD FOR LOGIN CIK 0001181431 WILL EXPIRE 20-Aug-2003 13:03.

PLEASE REFER TO THE ACCESSION NUMBER LISTED ABOVE FOR FUTURE INQUIRIES.

SUBJECT COMPANY(S):

1. CIK: 0001012887  
 COMPANY: BOSTON COMMUNICATIONS GROUP INC  
 FORM TYPE: 4  
 FILE NUMBER(S):  
 1. 000-28432

FILED BY:

2. CIK: 0001198583  
 FILER: WALKER KAREN A

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SIC Form 4

**FORM 4**

**5** ☐ Check this box if no longer subject to Section 16, Form 4 or Form 5 obligations may continue. See Instruction 1(h).

## UNITED STATES SECURITIES AND EXCHANGE COMMISSION

Washington, D.C. 20549

## STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP

Filed pursuant to Section 16(a) of the Securities Exchange Act of 1934, Section 17(a) of the Public Utility Holding Company Act of 1935 or Section 30(h) of the Investment Company Act of 1940

OMB Number: 3235-0287  
Expires: January 31, 2005  
Estimated average burden  
hours per response. . . . .

OMB APPROVAL

1. Name and Address of Reporting Person *	2. Issuer Name and Ticker or Trading Symbol	4. Statement for (Month/Day/Year)	6. Relationship of Reporting Person(s) to Issuer (Check all applicable)
Walker, Karen (Last) 100 Sylvan Road Suite 100 Woburn, MA 01801 (City) (State) (Zip)	Boston Communications Group bcgi	03/19/2003	Director — 10% Owner <input checked="" type="checkbox"/> Officer (give title below) — Other (specify below)
	3. I.R.S. Identification Number of Reporting Person, if an entity (voluntary)	5. If Amendment, Date of Original (Month/Day/Year)	Description
			VP Fin Admin & CFO
			7. Individual or Joint/Group Filing (Check Applicable Line)
			<input checked="" type="checkbox"/> Form filed by One Reporting Person — Form filed by More than One Reporting Person

Table 1 - Non-Derivative Securities Acquired, Disposed of, or Beneficially Owned

1. Title of Security (Instr. 3)	2. Transaction Date (Month/Day/Year)	2A. Deemed Execution Date, if any (Month/Day/Year)	3. Transaction Code (Instr. 8)		4. Securities Acquired (A) or Disposed Of (D) (Instr. 3, 4, and 5)			5. Amount of Securities Beneficially Owned Following Reported Transaction (\$)	6. Ownership Form: Direct (D) or Indirect (I)	7. Nature of Indirect Beneficial Owner/ship (Instr. 4)			
			Code	V	Amount	A/D	Price						
Common Stock	03/19/2003		S*		200	D	\$14.95	1,027	D				

**Table II - Derivative Securities Acquired, Disposed of, or Beneficially Owned  
(e.g., puts, calls, warrants, options, convertible securities)**

10-9. Put, call, warrants, options, convertible securities											
1. Title of Derivative Security (Instr. 3)	2. Conversion or Exercise Price of Derivative	3. Transaction Date (Month/Day/)	3A. Deemed Execution Date, if any	4. Transaction Code (Instr. 8)	5. Number of Derivative Securities Acquired (A) or Disposed Of (D)	6. Date Exercisable (DE) and Expiration Date (ED) (Month/Day/Year)	7. Title and Amount of Underlying Securities (Instr. 3 and 4)	8. Price of Derivative Security (Instr. 5)	9. Number of Derivative Securities Beneficially Owned Following	10. Ownership Form of Derivative	11. Nature of Indirect Beneficial Ownership (Instr. 4)

Security	Year)	(Month/ Day/ Year)	(Instr. 3, 4 and 5)				Amount or Number of Shares	Title	Reported Transaction (s) (Instr. 4)	Securities: Direct (D) or Indirect (I) (Instr. 4)			
			Code	V	A	D							
Common Stock (Right To Buy)	\$4.875	03/19/2003	X			200	(1)	4/29/2007	Common Stock	200	\$4.875	113,700	D

## Explanation of Responses:

\*Pursuant to a 10b5-1 Plan.  
(1) Exercisable in five equal installments commencing on the anniversary date.

By:

/s/ Ken Allen

Date:

3/20/03

\*\* Signature of Reporting Person

SEC 1474 (9-02)

Reminder: Report on a separate line for each class of securities beneficially owned directly or indirectly.

\* If the form is filed by more than one reporting person, see Instruction 4(b)(v).

\*\* Intentional misstatements or omissions of facts constitute Federal Criminal Violations See 18 U.S.C. 1001 and 15 U.S.C. 78ff(a).

Note: File three copies of this Form, one of which must be manually signed. If space is insufficient, see Instruction 6 for procedure. Potential persons who are to respond to the collection of information contained in this form are not required to respond unless the form displays a currently valid OMB Number.

From: EDGAR.POSTMASTER@sec.gov  
Sent: Thursday, March 20, 2003 10:05 AM  
To: kwalker@bcgi.net; secnotices@sendd.com; lapony@bcgi.net  
Subject: ACCEPTED FORM TYPE 4 (0001181431-03-004544)

THE FOLLOWING SUBMISSION HAS BEEN ACCEPTED BY THE U.S. SECURITIES AND EXCHANGE COMMISSION.

COMPANY: BOSTON COMMUNICATIONS GROUP INC  
FORM TYPE: 4 NUMBER OF DOCUMENTS: 1  
RECEIVED DATE: 20-Mar-2003 15:05 ACCEPTED DATE: 20-Mar-2003 15:05  
FILING DATE: 20-Mar-2003 15:05  
TEST FILING: NO CONFIRMING COPY: NO

ACCESSION NUMBER: 0001181431-03-004544

FILE NUMBER(S):  
1. 000-28432

THE PASSWORD FOR LOGIN CIK 0001181431 WILL EXPIRE 20-Aug-2003 13:03.

PLEASE REFER TO THE ACCESSION NUMBER LISTED ABOVE FOR FUTURE INQUIRIES.

SUBJECT COMPANY(S):

1. CIK: 0001012887  
COMPANY: BOSTON COMMUNICATIONS GROUP INC  
FORM TYPE: 4  
FILE NUMBER(S):  
1. 000-28432

FILED BY:

2. CIK: 0001198583  
FILER: WALKER KAREN A

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SEC Form 4

FORM 4		UNITED STATES SECURITIES AND EXCHANGE COMMISSION Washington, D.C. 20549		OMB APPROVAL	
<p>[ ] Check this box if no longer subject to Section 16. Form 4 or Form 5 obligations may continue. See Instruction 1(b).</p>		<p><b>STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP</b></p> <p>Filed pursuant to Section 16(a) of the Securities Exchange Act of 1934, Section 17(a) of the Public Utility Holding Company Act of 1935 or Section 30(h) of the Investment Company Act of 1940</p>		<p>OMB Number: 3235-0287 Expires: January 31, 2005 Estimated average burden hours per response: . . . 0.5</p>	
<p>1. Name and Address of Reporting Person*</p> <p>Walker, Karen</p> <p>(Last) (First) (Middle)</p> <p>100 Sylvan Road Suite 100</p> <p>Woburn, MA 01801</p> <p>(City) (State) (Zip)</p>		<p>2. Issuer Name and Ticker or Trading Symbol</p> <p>Boston Communications Group bcgi</p>		<p>4. Statement for (Month/Day/Year)</p> <p>03/13/2003</p>	
<p>3. I.R.S. Identification Number of Reporting Person, if an entity (voluntary)</p>		<p>5. If Amendment, Date of Original (Month/Day/Year)</p>		<p>6. Relationship of Reporting Person(s) to Issuer (Check all applicable)</p> <p>Director <input type="checkbox"/> 10% Owner <input type="checkbox"/> Other (specify below) <input checked="" type="checkbox"/> Officer (give title below) <input type="checkbox"/> VP, Fin Admin &amp; CFO</p> <p>Description <input type="checkbox"/> Individual or Joint/Group Filing (Check Applicable Line)</p> <p><input checked="" type="checkbox"/> Form filed by One Reporting Person <input type="checkbox"/> Form filed by More than One Reporting Person</p>	

**Table I - Non-Derivative Securities Acquired, Disposed of, or Beneficially Owned**

1. Title of Security (Instr. 3)	2. Transaction Date (Month/Day/Year)	2A. Deemed Execution Date, if any (Month/Day/Year)	3. Transaction Code (Instr. 8)	4. Securities Acquired (A) or Disposed Of (D) (Instr. 3, 4, and 5)	5. Amount of Securities Beneficially Owned Following Reported Transaction(s) (Instr. 3 and 4)	6. Ownership Form: Direct (D) or Indirect (I) (Instr. 4)	7. Nature of Indirect Beneficial Ownership (Instr. 4)
Common Stock	03/13/2003		V	Amount	Price		
			S*	5,000	\$13.9501	D	

**Table II - Derivative Securities Acquired, Disposed of, or Beneficially Owned (e.g., puts, calls, warrants, options, convertible securities)**

1. Title of Derivative Security (Instr. 3)	2. Conversion or Exercise Price of Derivative	3. Transaction Date (Month/Day/Year)	3A. Deemed Execution Date, if any	4. Transaction Code (Instr. 8)	5. Number of Derivative Securities Acquired (A) or Disposed Of (D)	6. Date Exercisable (DE) and Expiration Date (ED) (Month/Day/Year)	7. Title and Amount of Underlying Securities (Instr. 3 and 4)	8. Price of Derivative Security (Instr. 5)	9. Number of Derivative Securities Beneficially Owned Following	10. Ownership Form: Direct (D) or Indirect (I)	11. Nature of Indirect Beneficial Ownership (Instr. 4)
--	---	--------------------------------------	-----------------------------------	--------------------------------	--	--	---	--	---	--	--

Security	Year	(Month/ Day/ Year)	(Instr. 3, 4 and 5)			ED	DE	Title	Amount or Number of Shares	Reported Transaction (s)	Securities: Direct (D) or Indirect (I) (Instr. 4)
			Code	V	A						
Common Stock (Right To Buy)	\$4.875	03/13/2003	X				(1)	Common Stock	5,000	113,900	D

## Explanation of Responses:

\*Pursuant to a 10b5-1 Plan.  
(1) Exercisable in five equal installments commencing on the anniversary date.

By:

/s/

K. A. W.

3/14/03

Date:

\*\* Signature of Reporting Person

SEC 1474 (9-02)

Reminder: Report on a separate line for each class of securities beneficially owned directly or indirectly.

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Leslie Apony

From: EDGAR.POSTMASTER@sec.gov  
Sent: Friday, March 14, 2003 11:31 AM  
To: kwalker@bcgi.net; secnotices@sendd.com; lapony@bcgi.net  
Subject: ACCEPTED FORM TYPE 4 (0001181431-03-004308)

THE FOLLOWING SUBMISSION HAS BEEN ACCEPTED BY THE U.S. SECURITIES AND EXCHANGE COMMISSION.

COMPANY: BOSTON COMMUNICATIONS GROUP INC  
FORM TYPE: 4 NUMBER OF DOCUMENTS: 1  
RECEIVED DATE: 14-Mar-2003 16:31 ACCEPTED DATE: 14-Mar-2003 16:31  
FILING DATE: 14-Mar-2003 16:31  
TEST FILING: NO CONFIRMING COPY: NO

ACCESSION NUMBER: 0001181431-03-004308

FILE NUMBER(S):  
1. 000-28432

THE PASSWORD FOR LOGIN CIK 0001181431 WILL EXPIRE 20-Aug-2003 13:03.

PLEASE REFER TO THE ACCESSION NUMBER LISTED ABOVE FOR FUTURE INQUIRIES.

SUBJECT COMPANY(S):

1. CIK: 0001012887  
COMPANY: BOSTON COMMUNICATIONS GROUP INC  
FORM TYPE: 4  
FILE NUMBER(S):  
1. 000-28432

FILED BY:

2. CIK: 0001198583  
FILER: WALKER KAREN A

----- NOTICE -----

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SEC Form 4

FORM 4		UNITED STATES SECURITIES AND EXCHANGE COMMISSION Washington, D.C. 20549		OMB APPROVAL	
<p><input type="checkbox"/> Check this box if no longer subject to Section 16. Form 4 or Form 5 obligations may continue. See Instruction 1(b).</p>		<p><b>STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP</b></p> <p>Filed pursuant to Section 16(a) of the Securities Exchange Act of 1934, Section 17(a) of the Public Utility Holding Company Act of 1935 or Section 30(h) of the Investment Company Act of 1940</p>			
<p>1. Name and Address of Reporting Person*</p> <p>Walker, Karen</p> <p>(Last) (First) (Middle)</p> <p>100 Sylvan Road Suite 100</p> <p>Woburn, MA 01801</p> <p>(City) (State) (Zip)</p>		<p>2. Issuer Name and Ticker or Trading Symbol</p> <p>Boston Communications Group Inc</p>	<p>4. Statement for (Month/Day/Year)</p> <p>02/21/2003</p>	<p>6. Relationship of Reporting Person(s) to Issuer (Check all applicable)</p> <p>Director <input type="checkbox"/> 10% Owner <input type="checkbox"/> Other (specify below) <input checked="" type="checkbox"/> Officer (give title below) <input type="checkbox"/> VP Fin Admin &amp; CFO</p> <p>Description</p> <p>Individual or Joint/Group Filing (Check Applicable Line)</p> <p><input checked="" type="checkbox"/> Form filed by One Reporting Person <input type="checkbox"/> Form filed by More than One Reporting Person</p>	
<p>3. I.R.S. Identification Number of Reporting Person, if an entity (voluntary)</p>		<p>5. Amount of Securities Beneficially Owned Following Reported Transaction(s)</p> <p>(Instr. 3 and 4)</p> <p>1,027</p>			
<p>2. Transaction Date (Month/Day/Year)</p> <p>02/06/2003</p>		<p>3. Transaction Code (Instr. 8)</p> <p>V</p>	<p>4. Securities Acquired (A) or Disposed Of (D) (Instr. 3, 4, and 5)</p> <p>A/D</p>	<p>6. Ownership Form: Direct (D) or Indirect (I)</p> <p>(Instr. 4)</p> <p>D</p>	<p>7. Nature of Indirect Beneficial Ownership (Instr. 4)</p>
<p>2A. Deemed Execution Date, if any (Month/Day/Year)</p>		<p>Code</p> <p>S*</p>	<p>Amount</p> <p>10,247</p>	<p>Price</p> <p>\$13.0462</p>	
<p>1. Title of Security (Instr. 3)</p> <p>Common Stock</p>					

Table 1 - Non-Derivative Securities Acquired, Disposed of, or Beneficially Owned

Table II - Derivative Securities Acquired, Disposed of, or Beneficially Owned (e.g., puts, calls, warrants, options, convertible securities)													
1. Title of Derivative Security (Instr. 3)	2. Conver- sion or Exercise Price of Deri- vative Security	3. Transac- tion Date (Month/ Day/ Year)	3A. Deemed Execution Date, if any (Month/ Day/ Year)	4. Transac- tion Code (Instr.8)	5. Number of Derivative Securities Acquired (A) or Disposed Of (D) (Instr. 3, 4 and 5)	6. Date Exercisable (DE) and Expiration Date (ED) (Month/Day/Year)	7. Title and Amount of Underlying Securities (Instr. 3 and 4)		8. Price of Derivative Security (Instr.5)	9. Number of Derivative Securities Beneficially Owned Following Reported Transaction (s) (Instr.4)	10. Owner- ship Form of Deriv- ative Securities: Direct (D) or Indirect (I) (Instr.4)	11. Nature of Indirect Beneficial Ownership (Instr.4)	
							Code	V					A

Explanation of Responses:

\*Pursuant to a 10b5-1 Plan  
To correct on previously reported number of Non-Derivative Securities beneficially owned following reported transaction.

By:

/s/

\*\* Signature of Reporting Person

Kaw  
2/21/03

SEC 1474 (9-02)

Date:

Reminder: Report on a separate line for each class of securities beneficially owned directly or indirectly.

\* If the form is filed by more than one reporting person, see Instruction 4(b)(v).

\*\* Intentional misstatements or omissions of facts constitute Federal Criminal Violations See 18 U.S.C. 1001 and 15 U.S.C. 78ff(a).

Note: File three copies of this Form, one of which must be manually signed. If space is insufficient, see Instruction 6 for procedure.

Potential persons who are to respond to the collection of information contained in this form are not required to respond unless the form displays a currently valid OMB Number.

Leslie Apony

From: EDGAR.POSTMASTER@sec.gov  
Sent: Friday, February 21, 2003 4:41 AM  
To: kwalker@bcgi.net; secnotices@sendd.com; lapony@bcgi.net  
Subject: ACCEPTED FORM TYPE 4/A (0001181431-03-003125)

THE FOLLOWING SUBMISSION HAS BEEN ACCEPTED BY THE U.S. SECURITIES AND EXCHANGE COMMISSION.

COMPANY: BOSTON COMMUNICATIONS GROUP INC  
FORM TYPE: 4/A NUMBER OF DOCUMENTS: 1  
RECEIVED DATE: 21-Feb-2003 09:41 ACCEPTED DATE: 21-Feb-2003 09:41  
FILING DATE: 21-Feb-2003 09:41  
TEST FILING: NO CONFIRMING COPY: NO

ACCESSION NUMBER: 0001181431-03-003125

FILE NUMBER(S):  
1. 000-28432

THE PASSWORD FOR LOGIN CIK 0001181431 WILL EXPIRE 20-Aug-2003 13:03.

PLEASE REFER TO THE ACCESSION NUMBER LISTED ABOVE FOR FUTURE INQUIRIES.

SUBJECT COMPANY(S):

1. CIK: 0001012887  
COMPANY: BOSTON COMMUNICATIONS GROUP INC  
FORM TYPE: 4/A  
FILE NUMBER(S):  
1. 000-28432

FILED BY:

2. CIK: 0001198583  
FILER: WALKER KAREN A

----- NOTICE -----

URGENT: Verify that all of your addresses on the EDGAR database are correct. An incorrect address in the EDGAR Accounting Contact Name and Address information may result in your fee Account Activity Statement being returned to the SEC as undeliverable. Please correct outdated addresses via the EDGAR filing website.

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We strongly encourage you to visit the Filing Website at <https://www.edgarfiling.sec.gov>. You can download our current version of the EDGARLink/Windows software and templates, the Filer Manual, receive on-line help, and access Frequently Asked Questions.

## SEC Form 4

FORM 4		UNITED STATES SECURITIES AND EXCHANGE COMMISSION Washington, D.C. 20549		OMB APPROVAL	
<p>[ ] Check this box if no longer subject to Section 16. Form 4 or Form 5 obligations may continue. See Instruction 1(b).</p>		<p><b>STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP</b></p> <p>Filed pursuant to Section 16(a) of the Securities Exchange Act of 1934, Section 17(a) of the Public Utility Holding Company Act of 1935 or Section 30(h) of the Investment Company Act of 1940</p>		<p>OMB Number: 3235-0287 Expires: January 31, 2005 Estimated average burden hours per response: . . . 0.5</p>	
<p>1. Name and Address of Reporting Person*</p> <p>Walker, Karen</p> <p>(Last) (First) (Middle)</p> <p>100 Sylvan Road Suite 100</p> <p>Woburn, MA 01801</p> <p>(City) (State) (Zip)</p>		<p>2. Issuer Name and Ticker or Trading Symbol</p> <p>Boston Communications Group bcgi</p> <p>3. I.R.S. Identification Number of Reporting Person, if an entity (voluntary)</p>		<p>4. Statement for (Month/Day/Year)</p> <p>02/06/2003</p> <p>5. If Amendment, Date of Original (Month/Day/Year)</p>	
		<p>6. Relationship of Reporting Person(s) to Issuer (Check all applicable)</p> <p>Director <input type="checkbox"/> 10% Owner <input type="checkbox"/> Other (specify below)</p> <p>Description <b>VP Fin Admin &amp; CFO</b></p> <p>7. Individual or Joint/Group Filing (Check Applicable Line)</p> <p><input checked="" type="checkbox"/> Form filed by One Reporting Person <input type="checkbox"/> Form filed by More than One Reporting Person</p>			

Table I - Non-Derivative Securities Acquired, Disposed of, or Beneficially Owned

1. Title of Security (Instr. 3)	2. Transaction Date (Month/Day/Year)	2A. Deemed Execution Date, if any (Month/Day/Year)	3. Transaction Code (Instr. 8)	4. Securities Acquired (A) or Disposed Of (D) (Instr. 3, 4, and 5)		5. Amount of Securities Beneficially Owned Following Reported Transaction (s)	6. Ownership Form: Direct (D) or Indirect (I)	7. Nature of Indirect Beneficial Ownership (Instr. 4)
				Code	V	Amount	A/D	Price
Common Stock	02/06/2003			S*		10,247	D	\$13.0462
						6,201	D	

Table II - Derivative Securities Acquired, Disposed of, or Beneficially Owned (e.g., puts, calls, warrants, options, convertible securities)

1. Title of Derivative Security (Instr. 3)	2. Conversion or Exercise Price of Derivative Security	3. Transaction Date (Month/Day/Year)	4. Transaction Code (Instr. 8)	5. Number of Derivative Securities Acquired (A) or Disposed Of	6. Date Exercisable (DE) and Expiration Date (ED) (Month/Day/Year)	7. Title and Amount of Underlying Securities (Instr. 3 and 4)	8. Price of Derivative Security (Instr. 5)	9. Number of Derivative Securities Owned Following Reported Transaction	10. Ownership Form of Derivative Securities: Direct (D)	11. Nature of Indirect Beneficial Ownership (Instr. 4)

Year	Code	(D) (Instr. 3, 4 and 5)			ED	Title	Amount or Number of Shares	(s) (Instr. 4)	or Indirect (I) (Instr. 4)
		V	A	D					

Explanation of Responses:

\*Pursuant to a 10b5-1 Plan

By: Kincaid  
/s/

Date:

7/7/03

SEC 1474 (9-02)

\*\* Signature of Reporting Person

Reminder: Report on a separate line for each class of securities beneficially owned directly or indirectly.

\* If the form is filed by more than one reporting person, see Instruction 4(b)(v).

\*\* Intentional misstatements or omissions of facts constitute Federal Criminal Violations See 18 U.S.C. 1001 and 15

U.S.C. 78ff(a).

Note: File three copies of this Form, one of which must be manually signed. If space is insufficient, see Instruction 6 for procedure.

Potential persons who are to respond to the collection of information contained in this form are not required to respond unless the form displays a currently valid OMB Number.



From: EDGAR.POSTMASTER@sec.gov  
Sent: Friday, February 07, 2003 7:15 AM  
To: kwalker@bcgi.net; secnotices@sendd.com; lapony@bcgi.net  
Subject: ACCEPTED FORM TYPE 4 (0001181431-03-001848)

THE FOLLOWING SUBMISSION HAS BEEN ACCEPTED BY THE U.S. SECURITIES AND EXCHANGE COMMISSION.

COMPANY: BOSTON COMMUNICATIONS GROUP INC  
FORM TYPE: 4 NUMBER OF DOCUMENTS: 1  
RECEIVED DATE: 07-Feb-2003 12:15 ACCEPTED DATE: 07-Feb-2003 12:15  
FILING DATE: 07-Feb-2003 12:15  
TEST FILING: NO CONFIRMING COPY: NO

ACCESSION NUMBER: 0001181431-03-001848

FILE NUMBER(S):  
1. 000-28432

THE PASSWORD FOR LOGIN CIK 0001181431 WILL EXPIRE 20-Aug-2003 13:03.

PLEASE REFER TO THE ACCESSION NUMBER LISTED ABOVE FOR FUTURE INQUIRIES.

SUBJECT COMPANY(S):

1. CIK: 0001012887  
COMPANY: BOSTON COMMUNICATIONS GROUP INC  
FORM TYPE: 4  
FILE NUMBER(S):  
1. 000-28432

FILED BY:

2. CIK: 0001198583  
FILER: WALKER KAREN A

----- NOTICE -----

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We strongly encourage you to visit the Filing Website at <https://www.edgarfiling.sec.gov>. You can download our current version of the EDGARLink/Windows software and templates, the Filer Manual, receive on-line help, and access Frequently Asked Questions.

## SEC Form 4

# FORM 4

**5 obligations may continue.**  
See Instruction 1(b).

## UNITED STATES SECURITIES AND EXCHANGE COMMISSION

Washington, D.C. 20549

## STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP

Filed pursuant to Section 16(a) of the Securities Exchange Act of 1934, Section 17(a) of the Public Utility Holding Company Act of 1935 or Section 30(h) of the Investment Company Act of 1940

OMB APPROVAL

OMB Number: 3235-0287  
Expires: January 31, 2005  
Estimated average burden  
hours per response: . . . . . 0.5

1. Name and Address of Reporting Person* <b>Walker, Karen</b>  (Last) (First) (Middle) <b>100 Sylvan Road</b> <b>Suite 100</b>  (Street) <b>Woburn, MA 01801</b>  (City) (State) (Zip)	2. Issuer Name and Ticker or Trading Symbol  <b>Boston Communications Group</b> <b>bcbi</b>	4. Statement for (Month/Day/Year)  <b>02/04/2003</b>	6. Relationship of Reporting Person(s) to Issuer (Check all applicable)  Director <input type="checkbox"/> 10% Owner <input type="checkbox"/> Officer <input checked="" type="checkbox"/> (give title below) _____ Other (specify below) _____  Description <b>VP Fin Admin &amp; CFO</b>  7. Individual or Joint/Group Filing (Check Applicable Line)  <input checked="" type="checkbox"/> Form filed by One Reporting Person <input type="checkbox"/> Form filed by More than One Reporting Person
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## Table I - Non-Derivative Securities Acquired, Disposed of, or Beneficially Owned

[illegible]

**Table II - Derivative Securities Acquired, Disposed of, or Beneficially Owned  
(e.g., puts, calls, warrants, options, convertible securities)**

1. Title of Derivative Security (Instr. 3)	2. Conversion or Exercise Price of Derivative Security	3. Transaction Date (Month/Day/Year)	3A. Deemed Execution Date, if any (Month/Day/Year)	4. Transaction Code (Instr.8)	5. Number of Derivative Securities Acquired (A) or Disposed Of (D)  (Instr. 3, 4 and 5)	6. Date Exercisable(DE) and Expiration Date(ED) (Month/Day/Year)	7. Title and Amount of Underlying Securities (Instr. 3 and 4)	8. Price of Derivative Security (Instr.5)	9. Number of Derivative Securities Beneficially Owned Following Reported Transaction(s)  (Instr.4)	10. Ownership Form of Derivative Securities: Direct (D) or Indirect (I)  (Instr 4)	11. Nature of Indirect Beneficial Ownership (Instr.4)
				Code	V	A	D	DE	ED	Title	Amount or Number of Shares

Common Stock	\$11.68	02/04/2003	A	10,000	(1)	2/4/2013	Common Stock	10,000	\$11.68	118,900	D
-----------------	---------	------------	---	--------	-----	----------	-----------------	--------	---------	---------	---

Explanation of Responses:

(1) Exercisable in three equal installments commencing on the anniversary of the date of grant. Subject to accelerated vesting in whole or in part based on performance goals being met.

By:

/s/ Kawaw

\*\* Signature of Reporting Person

Date:

2/5/03

SEC 1474 (9-02)

Reminder: Report on a separate line for each class of securities beneficially owned directly or indirectly.

\* If the form is filed by more than one reporting person, see Instruction 4(b)(v).

\*\* Intentional misstatements or omissions of facts constitute Federal Criminal Violations See 18 U.S.C. 1001 and 15

U.S.C. 78ff(a).

Note: File three copies of this Form, one of which must be manually signed. If space is insufficient, see Instruction 6 for procedure.

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Leslie Apony

From: EDGAR.POSTMASTER@sec.gov  
 Sent: Wednesday, February 05, 2003 6:59 AM  
 To: kwalker@bcgi.net; secnotices@sendd.com; lapony@bcgi.net  
 Subject: ACCEPTED FORM TYPE 4 (0001181431-03-001614)

THE FOLLOWING SUBMISSION HAS BEEN ACCEPTED BY THE U.S. SECURITIES AND EXCHANGE COMMISSION.

COMPANY: BOSTON COMMUNICATIONS GROUP INC  
 FORM TYPE: 4 NUMBER OF DOCUMENTS: 1  
 RECEIVED DATE: 05-Feb-2003 11:58 ACCEPTED DATE: 05-Feb-2003 11:59  
 FILING DATE: 05-Feb-2003 11:58  
 TEST FILING: NO CONFIRMING COPY: NO

ACCESSION NUMBER: 0001181431-03-001614

FILE NUMBER(S):  
 1. 000-28432

THE PASSWORD FOR LOGIN CIK 0001181431 WILL EXPIRE 20-Aug-2003 13:03.

PLEASE REFER TO THE ACCESSION NUMBER LISTED ABOVE FOR FUTURE INQUIRIES.

SUBJECT COMPANY(S):

1. CIK: 0001012887  
 COMPANY: BOSTON COMMUNICATIONS GROUP INC  
 FORM TYPE: 4  
 FILE NUMBER(S):  
 1. 000-28432

FILED BY:

2. CIK: 0001198583  
 FILER: WALKER KAREN A

----- NOTICE -----

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SEC Form 4

**FORM 4**

[ ] Check this box if no longer subject to Section 16. Form 4 or Form 5 obligations may continue. See instruction 1(b).

**UNITED STATES SECURITIES AND EXCHANGE COMMISSION**

Washington, D.C. 20549

**STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP**

Filed pursuant to Section 16(a) of the Securities Exchange Act of 1934, Section 17(a) of the Public Utility Holding Company Act of 1935 or Section 30(h) of the Investment Company Act of 1940

OMB APPROVAL

OMB Number: 3235-0287  
Expires: January 31, 2005  
Estimated average burden hours per response: . . . . . 0.5

1. Name and Address of Reporting Person*		2. Issuer Name and Ticker or Trading Symbol		4. Statement for (Month/Day/Year)		6. Relationship of Reporting Person(s) to Issuer (Check all applicable)	
Walker, Karen		Boston Communications Group bcgl		01/30/2003		Director <input type="checkbox"/> 10% Owner <input type="checkbox"/> <input checked="" type="checkbox"/> Officer (give title below) <input type="checkbox"/> Other (specify below)	
(Last) (First) (Middle)		3. I.R.S. Identification Number of Reporting Person, if an entity (voluntary)		5. If Amendment, Date of Original (Month/Day/Year)		Description VP Fin Admin & CFO	
100 Sylvan Road Suite 100						7. Individual or Joint/Group Filing (Check Applicable Line)	
Woburn, MA 01801						<input checked="" type="checkbox"/> Form filed by One Reporting Person <input type="checkbox"/> Form filed by More than One Reporting Person	
(City) (State) (Zip)							

**Table I - Non-Derivative Securities Acquired, Disposed of, or Beneficially Owned**

1. Title of Security (Instr. 3)	2. Transaction Date (Month/Day/Year)	2A. Deemed Execution Date, if any (Month/Day/Year)	3. Transaction Code (Instr. 8)	4. Securities Acquired (A) or Disposed Of (D) (Instr. 3, 4, and 5)	5. Amount of Securities Beneficially Owned Following Reported Transaction(s)	6. Ownership Form: Direct (D) or Indirect (I)	7. Nature of Indirect Beneficial Ownership (Instr. 4)
Common Stock	01/30/2003		Code V S	Amount 2000 Price A/D D \$12.95	(Instr. 3 and 4) 16448	(Instr. 4) D	

**Table II - Derivative Securities Acquired, Disposed of, or Beneficially Owned (e.g., puts, calls, warrants, options, convertible securities)**

1. Title of Derivative Security (Instr. 3)	2. Conversion or Exercise Price of Derivative Security	3. Transaction Date (Month/Day/Year)	3A. Deemed Execution Date, if any (Month/Day/Year)	4. Transaction Code (Instr. 8)	5. Number of Derivative Securities Acquired (A) or Disposed Of	6. Date Exercisable (DE) and Expiration Date (ED) (Month/Day/Year)	7. Title and Amount of Underlying Securities (Instr. 3 and 4)	8. Price of Derivative Security (Instr. 5)	9. Number of Derivative Securities Beneficially Owned Following Reported Transaction	10. Ownership Form of Derivative Securities: Direct (D)	11. Nature of Indirect Beneficial Ownership (Instr. 4)

Year	Code	(D) (Instr. 3, 4 and 5)			DE	ED	Title	Amount or Number of Shares	(s) (Instr. 4)	or Indirect (t) (Instr. 4)
		V	A	D						

Explanation of Responses:

Pursuant to a 10b5-1 Plan

By:

*Kanaw*

/s/

Date:

*7/31/03*

\*\* Signature of Reporting Person

SEC 1474 (9-02)

Reminder: Report on a separate line for each class of securities beneficially owned directly or indirectly.

\* If the form is filed by more than one reporting person, see Instruction 4(b)(v).

\*\* Intentional misstatements or omissions of facts constitute Federal Criminal Violations See 18 U.S.C. 1001 and 15 U.S.C. 78ff(a).

Note: File three copies of this Form, one of which must be manually signed. If space is insufficient, see Instruction 6 for procedure.

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Leslie Apony

From: EDGAR.POSTMASTER@sec.gov  
Sent: Friday, January 31, 2003 9:34 AM  
To: kwalker@bcgi.net; secnotices@sendd.com; lapony@bcgi.net  
Subject: ACCEPTED FORM TYPE 4 (0001181431-03-001327)

THE FOLLOWING SUBMISSION HAS BEEN ACCEPTED BY THE U.S. SECURITIES AND EXCHANGE COMMISSION.

COMPANY: BOSTON COMMUNICATIONS GROUP INC  
FORM TYPE: 4 NUMBER OF DOCUMENTS: 1  
RECEIVED DATE: 31-Jan-2003 14:34 ACCEPTED DATE: 31-Jan-2003 14:34  
FILING DATE: 31-Jan-2003 14:34  
TEST FILING: NO CONFIRMING COPY: NO

ACCESSION NUMBER: 0001181431-03-001327

FILE NUMBER(S):  
1. 000-28432

THE PASSWORD FOR LOGIN CIK 0001181431 WILL EXPIRE 20-Aug-2003 13:03.

PLEASE REFER TO THE ACCESSION NUMBER LISTED ABOVE FOR FUTURE INQUIRIES.

SUBJECT COMPANY(S):

1. CIK: 0001012887  
COMPANY: BOSTON COMMUNICATIONS GROUP INC  
FORM TYPE: 4  
FILE NUMBER(S):  
1. 000-28432

FILED BY:

2. CIK: 0001198583  
FILER: WALKER KAREN A

----- NOTICE -----

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**UNITED STATES SECURITIES AND EXCHANGE COMMISSION**  
**Washington, D.C. 20549**

OMB APPROVAL:

**Check this box if no longer subject to Section 16. Form 4 or Form 5 obligations may continue. See Instruction 1(b).**

## STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP

Filed pursuant to Section 16(a) of the Securities Exchange Act of 1934, Section 17(a) of the Public Utility Holding Company Act of 1935 or Section 30(h) of the Investment Company Act of 1940

OMB Number: 3235-0287  
Expires: January 31, 2015  
Estimated average burden  
hours per response: 10.5

(Print or Type Responses)

1. Name and Address of Reporting Person*		2. Issuer Name and Ticker or Trading Symbol		6. Relationship of Reporting Person(s) to Issuer (Check all applicable)	
Walker	Karen A.	Boston Communications Group, Inc.		Director _____ 10% Owner _____	
(Last)	(First) (Middle)	3. I.R.S. Identification Number of Reporting Person, if an entity (voluntary)		X Officer (give title below) _____ Other (specify below) _____	
c/o Boston Communications Group 100 Sylvan Road, Suite 100		4. Statement for Month/Day/Year 1/13/03		VP Fin. Admin & CFO	
(Street)		5. If Amendment, Date of Original (Month/Day/Year)		7. Individual or Joint/Group Filing (Check applicable line)	
Woburn	MA 01801			X Form filed by One Reporting Person Form filed by More than One Reporting Person _____	
(City)	(State) (Zip)				

Table 1 – Non-Derivative Securities Acquired, Disposed of, or Beneficially Owned

[illegible]

Report on a separate line for each class of securities beneficially owned directly or indirectly.

\* If the form is filed by more than one reporting person, see Instruction 4(b)(v).

potential persons who are to respond to the collection of information contained in this form are not required to respond unless the form displays a currently valid OMB control number.

**FORM 4 (continued)**

[illegible]

Karaw  
\*\*Signature of Reporting Person

**\*\* Intentional misstatements or omissions of facts constitute Federal Criminal Violations.  
See 18 U.S.C. 1001 and 15 U.S.C. 78ff(a).**

*Note:* File three copies of this Form, one of which must be manually signed. If space is insufficient, see Instruction 6 for procedure.



BY OVERNIGHT DELIVERY

January 14, 2003

Securities and Exchange Commission  
Filing Room  
450 Fifth Street, N.W.  
Judiciary Plaza  
Washington, DC 20549

Re: Boston Communications Group, Inc. - Section 16 Reporting

Dear Sir/Madam:

Enclosed for filing are three copies, one of which is manually signed, of a Statement of Changes in Beneficial Ownership on Form 4 for Karen Walker, an officer of Boston Communications Group, Inc.

If there are any questions regarding this filing, please call me at (781) 904-5000. Thank you for your assistance with this matter.

Very truly yours,

A handwritten signature in dark ink, appearing to read "Leslie N. Apony", is written over a horizontal line.

Leslie N Apony

Enclosure

cc: Karen Walker

.....  
100 Sylvan Road  
Suite 100  
Woburn, MA 01801  
tel: 781-904-5000  
fax: 781-904-5601  
[www.bcgi.net](http://www.bcgi.net)  
Boston Communications Group, Inc.

UNITED STATES SECURITIES AND EXCHANGE COMMISSION  
Washington, D.C. 20549

**STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP**

1. Name and Address of Reporting Person*		2. Issuer Name and Ticker or Trading Symbol		6. Relationship of Reporting Person(s) to Issuer (Check all applicable)	
Walker	Karen	A.	BCGI Boston Communications Group, Inc.	Director	10% Owner
(Last)	(First)	(Middle)	4. Statement for Month/Day/Year	X Officer (give title below)	Other (specify below)
c/o Boston Communications Group 100 Sylvan Road, Suite 100			3. I.R.S. Identification Number of Reporting Person, if an entity (voluntary)	VP Fin. Admin & CFO	
(Street)			5. If Amendment, Date of Original (Month/Day/Year)	7. Individual or Joint/Group Filing (Check applicable line)	
Woburn	MA	01801		X	Form filed by One Reporting Person
(City)	(State)	(Zip)			Form filed by More than One Reporting Person

OMB Number..... 3205-012  
Expires..... January 30, 2015  
Estimated average burden  
hours per response..... 15

Filed 12/02/2005

[illegible]

\* **Reminder** Report on a separate line for each class of securities beneficially owned directly or indirectly. If the form is filed by more than one reporting person, see Instruction 4(b)(v).

**FORM 4 (continued)**

**Table II – Derivative Securities Acquired, Disposed of, or Beneficially Owned  
(e.g., puts, calls, warrants, options, convertible securities)**

[illegible]

Kaw  
\*\*Signature of Reporting Person

\*\*\*Intentional misstatements or omissions of facts constitute Federal Criminal Violations.  
See 18 U.S.C. 1001 and 15 U.S.C. 78ff(a).

NOTE: File three copies of this Form, one of which must be manually signed. If space is insufficient, see Instruction 6 for procedure.

the form displays a currently valid CNIB control number.





BY OVERNIGHT DELIVERY

January 10, 2003

Securities and Exchange Commission  
Filing Room  
450 Fifth Street, N.W.  
Judiciary Plaza  
Washington, DC 20549

Re: Boston Communications Group, Inc. - Section 16 Reporting

Dear Sir/Madam:

Enclosed for filing are three copies, one of which is manually signed, of a Statement of Changes in Beneficial Ownership on Form 4 for Karen Walker, an officer of Boston Communications Group, Inc.

If there are any questions regarding this filing, please call me at (781) 904-5000. Thank you for your assistance with this matter.

Very truly yours,

A handwritten signature in dark ink, appearing to read "Leslie N. Apony". The signature is fluid and cursive, with the first name "Leslie" and last name "Apony" clearly distinguishable.

Leslie N Apony

Enclosure

cc: Karen Walker

.....  
100 Sylvan Road  
Suite 100  
Woburn, MA 01801  
tel: 781-904-5000  
fax: 781-904-5601  
[www.bcgi.net](http://www.bcgi.net)  
Boston Communications Group, Inc.

UNITED STATES SECURITIES AND EXCHANGE COMMISSION  
Washington, D.C. 20549

**STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP**

Filed pursuant to Section 16(a) of the Securities Exchange Act of 1934, Section 17(a) of the Public Utility Holding Company Act of 1935 or Section 30(h) of the Investment Company Act of 1940

OMB Number: 3290-0022  
Expires: January 30, 2010  
Estimated average burden  
hours per response: 15

2. Issuer Name and Ticker or Trading Symbol  
BCGI  
Boston Communications Group, Inc.

**Boston Communications Group, Inc.**

3. I.R.S. Identification Number of Reporting	4. Statement for Month/Day/Year
---	------------------------------------

Number of Reporting Person, if an entity	Month/Day/Year
1	1/6/03

5. If Amendment, Date of Original (Month/Day/Year)

Table I – Non-Derivative Securities Acquired, Disposed of, or Beneficially Owned

[illegible]

**Reminder:** Report on a separate line for each class of securities beneficially owned directly or indirectly.

\* If the form is filed by more than one reporting person, see Instruction 4(b)(v).

Table II – Derivative Securities Acquired, Disposed of, or Beneficially Owned  
(*e.g.*, puts, calls, warrants, options, convertible securities)

[illegible]

Karen A. Wilson

Re: William J. Bland  
 \*\*Signature of Reporting Person  
 under Power of Attorney dated 8/28/12

**\*\*Intentional misstatements or omissions of facts constitute Federal Criminal Violations.  
See 18 U.S.C. 1001 and 15 U.S.C. 781(a).**

*Note* File three copies of this Form, one of which must be manually signed. If space is insufficient, see Instruction 6 for procedure.



BY OVERNIGHT DELIVERY

January 7, 2003

Securities and Exchange Commission  
Filing Room  
450 Fifth Street, N.W.  
Judiciary Plaza  
Washington, DC 20549

Re: Boston Communications Group, Inc. - Section 16 Reporting

Dear Sir/Madam:

Enclosed for filing are three copies, one of which is manually signed, of a Statement of Changes in Beneficial Ownership on Form 4 for Karen Walker, an officer of Boston Communications Group, Inc.

If there are any questions regarding this filing, please call me at (781) 904-5000. Thank you for your assistance with this matter.

Very truly yours,

  
Leslie N Apony

Enclosure

cc: Karen Walker

.....  
100 Sylvan Road  
Suite 100  
Woburn, MA 01801  
tel: 781-904-5000  
fax: 781-904-5601  
[www.bcgi.net](http://www.bcgi.net)  
Boston Communications Group, Inc.

UNITED STATES SECURITIES A EXCHANGE COMMISSION  
Washington, D.C. 20549

OMB AP, ...VAI

OMB Number: 3235-023  
Expires: January 31, 2011  
Estimated average burden  
hours per response: 1

## STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP

Holding Company Act of 1935 or Section 30(h) of the Investment Company Act of 1940

Check this box if no longer subject to Section 16. Form 4 or Form 5 obligations may continue. See Instruction 1(b).

(Print or Type Responses)

1. Name and Address of Reporting Person*	2. Issuer Name and Ticker or Trading Symbol	6. Relationship of Reporting Person(s) to Issuer (Check all applicable)
Walker Karen A.	BCGI Boston Communications Group, Inc.	Director _____ 10% Owner _____ X Officer (give title below) _____ Other (specify below) _____ VP Fin. Admin & CFO
(Last) (First) (Middle) c/o Boston Communications Group 100 Sylvan Road, Suite 100	3. I.R.S. Identification Number of Reporting Person, if an entity (voluntary) 4. Statement for Month/Day/Year 12/31/02	7. Individual or Joint/Group Filing (Check applicable line) X Form filed by One Reporting Person Form filed by More than One Reporting Person
(Street)	5. If Amendment, Date of Original (Month/Day/Year)	
Woburn MA 01801		
(City) (State) (Zip)		

Table I – Non-Derivative Securities Acquired, Disposed of, or Beneficially Owned

[illegible]

Reminder: Report on a separate line for each class of securities beneficially owned directly or indirectly.

\* If the form is filed by more than one reporting person, see Instruction 4(b)(v).

Potential persons who are to respond to the collection of information contained in this form are not required to respond unless the form displays a currently valid OMB control number.

Table II – Derivative Securities Acquired, Disposed of, or Beneficially Owned  
(e.g., puts, calls, warrants, options, convertible securities)[illegible]

\*\*\*Intentional misstatements or omissions of facts constitute Federal Criminal Violations.  
See 18 U.S.C. 1001 and 15 U.S.C. 78ff(a).

**NOTE:** File three copies of this Form, one of which must be manually signed. If space is insufficient, see Instruction 6 for procedure.

**\*\*Signature of Reporting Person**

Kaw

Date \_\_\_\_\_

Page 40 of 68

8 SEC 1414 (3)





BY OVERNIGHT DELIVERY

January 2, 2003

Securities and Exchange Commission  
Filing Room  
450 Fifth Street, N.W.  
Judiciary Plaza  
Washington, DC 20549

Re: Boston Communications Group, Inc. - Section 16 Reporting

Dear Sir/Madam:

Enclosed for filing are three copies, one of which is manually signed, of a Statement of Changes in Beneficial Ownership on Form 4 for Karen Walker, an officer of Boston Communications Group, Inc.

If there are any questions regarding this filing, please call me at (781) 904-5000. Thank you for your assistance with this matter.

Very truly yours,

A handwritten signature in dark ink, appearing to read "Thomas H. Kelly, Jr.", with a stylized flourish at the end.

Thomas H. Kelly, Jr.

Enclosure

cc: Karen Walker

.....  
100 Sylvan Road  
Suite 100  
Woburn, MA 01801  
tel: 781-904-5000  
fax: 781-904-5601  
[www.bcgi.net](http://www.bcgi.net)  
Boston Communications Group, Inc.

UNITED STATES SECURITIES AND EXCHANGE COMMISSION  
Washington, D.C. 20549

OMB APPROVAL.

**o** Check this box if no longer subject to Section 16. Form 4 or Form 5 obligations may continue. See Instruction 1(b).

## STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP

Filed pursuant to Section 16(a) of the Securities Exchange Act of 1934, Section 17(a) of the Public Utility Holding Company Act of 1935 or Section 30(h) of the Investment Company Act of 1940

OMB Number: 3235-0287  
Expires: January 31, 2005  
Estimated average burden  
hours per response: 10.5

(Print or Type Responses)

1. Name and Address of Reporting Person*		2. Issuer Name and Ticker or Trading Symbol		6. Relationship of Reporting Person(s) to Issuer (Check all applicable)	
Walker	Karen	A.	Boston Communications Group, Inc.	Director	10% Owner
(Last)	(First)	(Middle)	3. I.R.S. Identification Number of Reporting Person, if an entity (voluntary)	X	Officer (give title below)
c/o Boston Communications Group 100 Sylvan Road, Suite 100			4. Statement for Month/Day/Year 11/8/02	Other (specify below)	
(Street)			5. If Amendment, Date of Original (Month/Day/Year)	VP Fin. Admin & CFO	
Woburn	MA	01801		7. Individual or Joint/Group Filing (Check applicable line)	
(City)	(State)	(Zip)		X Form filed by One Reporting Person	
				Form filed by More than One Reporting Person	

Table I – Non-Derivative Securities Acquired, Disposed of, or Beneficially Owned

[illegible]

**Reminder:** Report on a separate line for each class of securities beneficially owned directly or indirectly.  
 \* If the form is filed by more than one reporting person, see instruction 4(b)(v).

Potential persons who are to respond to the collection of information contained in this form are not required to respond unless the form displays a currently valid OMB control number.

## FORM 4 (continued)

Table II - Derivative Securities Acquired, Disposed of, or Beneficially Owned  
(e.g., puts, calls, warrants, options, convertible securities)

1. Title of Derivative Security (Instr. 3)	2. Conversion or Exercise Price of Derivative Security	3. Transaction Date (Month/Day/Year)	3A. Deemed Execution Date, if any (Month/Day/Year)	4. Transaction Code (Instr. 8)		5. Number of Derivative Securities Acquired (A) or Disposed of (D) (Instr. 3, 4, and 5)		6. Date Exercisable and Expiration Date (Month/Day/Year)		7. Title and Amount of Underlying Securities (Instr. 3 and 4)		8. Price of Derivative Security (Instr. 5)	9. Number of Derivative Securities Beneficially Owned Following Reported Transaction(s) (Instr. 4)	10. Ownership Form of Derivative Securities Beneficially Owned at End of Month (Instr. 4)	11. Name of Immediate Beneficial Owner (Instr. 4)
				Code	V	(A)	(D)	Date Exercisable	Expiration Date	Title	Amount or Number of Shares				
Stock Option (right to buy)	14.00 4.815	11/08/02	-	X	-	0	12,000	(1)	6/17/06	Common Stock	12,000	0	108,900	D	

(1) Exercisable in five equal installments commencing on the anniversary of the date of grant.

\*\*Intentional misstatements or omissions of facts constitute Federal Criminal Violations.  
See 18 U.S.C. 1001 and 15 U.S.C. 78ff(a).

NOTE: File three copies of this Form, one of which must be manually signed.

If space is insufficient, see Instruction 6 for procedure.

Kanaw  
\*\*Signature of Reporting Person

11/12/05  
Date



BY OVERNIGHT DELIVERY

November 8, 2002

Securities and Exchange Commission  
Filing Room  
450 Fifth Street, N.W.  
Judiciary Plaza  
Washington, DC 20549

Re: Boston Communications Group, Inc. - Section 16 Reporting

Dear Sir/Madam:

Enclosed for filing are three copies, one of which is manually signed, of a Statement of Changes in Beneficial Ownership on Form 4 for Karen Walker, an officer of Boston Communications Group, Inc.

If there are any questions regarding this filing, please call me at (781) 904-5000. Thank you for your assistance with this matter.

Very truly yours,

A handwritten signature in black ink, appearing to read 'Leslie N. Apony', is written over the typed name.

Leslie N. Apony

Enclosure

cc: Karen Walker

100 Sylvan Road  
Suite 100  
Woburn, MA 01801  
tel: 781-904-5000  
fax: 781-904-5601  
[www.bcgi.net](http://www.bcgi.net)  
Boston Communications Group, Inc.

## FORM 4

UNITED STATES SECURITIES AND EXCHANGE COMMISSION  
Washington, D.C. 20549

OMB APPROVAL

- o Check this box if no longer subject to Section 16. Form 4 or Form 5 obligations may continue. See Instruction 1(b).

## STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP

Filed pursuant to Section 16(a) of the Securities Exchange Act of 1934, Section 17(a) of the Public Utility Holding Company Act of 1935 or Section 30(h) of the Investment Company Act of 1940

OMB Number: 3235-0287  
Expires: January 31, 2005  
Estimated average burden hours per response: 1.5

(Print or Type Responses)

1. Name and Address of Reporting Person*		2. Issuer Name and Ticker or Trading Symbol	6. Relationship of Reporting Person(s) to Issuer (Check all applicable)
Walker (Last)	Karen (First)	BCGI Boston Communications Group, Inc.	Director
c/o Boston Communications Group 100 Sylvan Road, Suite 100		4. Statement for Month/Day/Year 11/1/02	X Officer (give title below) 10% Owner
(Street)		5. If Amendment, Date of Original (Month/Day/Year)	Other (specify below) VP Fin. Admin & CFO
Woburn	MA	7. Individual or Joint/Group Filing (Check applicable line)	
(City)	(State)	X Form filed by One Reporting Person	
	(Zip)	Form filed by More than One Reporting Person	

Table I - Non-Derivative Securities Acquired, Disposed of, or Beneficially Owned

1. Title of Security (Instr. 3)	2. Transaction Date (Month/ Day/ Year)	2A. Deemed Execution Date, if any (Month/ Day/ Year)	3. Transaction Code (Instr. 8)		4. Securities Acquired (A) or Disposed of (D) (Instr. 3, 4 and 5)		5. Amount of Securities Beneficially Owned Following Reported Transaction(s) (Instr. 3 and 4)	6. Ownership Form: Direct (D) or Indirect (I) (Instr. 4)	7. Nature of Indirect Beneficial Ownership (Instr. 4)
			Code	V	Amount	(A) or (D)			
Common Stock	11/1/02	-	S*	-	5,700	D	30,300	D	-
Common Stock	11/1/02	-	S*	-	7,500	D	30,300	D	-
* Pursuant to a 10b5-1 plan.									

Reminder: Rep a separate line for each class of securities beneficially owned directly or indirectly.

\* If the form is by more than one reporting person, see Instruction 4(b)(v).

Potential section who are to respond to the collection of information contained in this form are not required to respond unless the form displays a currently valid OMB control number.

(Over)  
SEC 1471 (3-99)

**FORM 4 (continued)**  
**Table II – Derivative Securities Acquired, Disposed of, or Beneficially Owned**  
**(e.g., puts, calls, warrants, options, convertible securities)**

1. Title of Derivative Security (Instr. 3)	2. Conversion or Exercise Price of Derivative Security	3. Transaction Date (Month/Day/Year)	3A. Deemed Execution Date, if any (Month/Day/Year)	4. Transaction Code (Instr. 8)			5. Number of Derivative Securities Acquired (A) or Disposed of (D) (Instr. 3, 4, and 5)		6. Date Exercisable and Expiration Date (Month/Day/Year)		7. Title and Amount of Underlying Securities (Instr. 3 and 4)		8. Price of Derivative Security (Instr. 5)	9. Number of Derivative Securities Beneficially Owned Following Reported Transaction(s) (Instr. 4)	10. Ownership Form of Derivative Securities Beneficially Owned at End of Month (Instr. 4)	11. Name of Immediate Beneficial Owner (Instr. 4)
				Code	V		(A)	(D)	Date Exercisable	Expiration Date	Title	Amount or Number of Shares				
Stock Option (right to buy)	8.625	11/01/02	-	X	-	0	0	5,700	(1)	2/3/09	Common Stock	5,700	0	128,400	D	
Stock Option (right to buy)	6.00	11/01/02	-	X	-	0	0	7,500	2/28/01	4/18/10	Common Stock	7,500	0	120,900	D	

(1) Exercisable in five equal installments commencing on the anniversary of the date of grant.

*Karen A. Walker*  
*By: [Signature]*  
 \*Signature of Reporting Person  
 under Power of Attorney dated 8/29/02  
 (copy attached)  
 Date 11/4/02

\*\*Intentional misstatements or omissions of facts constitute Federal Criminal Violations.  
 See 18 U.S.C. 1001 and 15 U.S.C. 78ff(a).  
 Note: File three copies of this Form, one of which must be manually signed.  
 If space is insufficient, see Instruction 6 for procedure.





BY OVERNIGHT DELIVERY

November 4, 2002

Securities and Exchange Commission  
Filing Room  
450 Fifth Street, N.W.  
Judiciary Plaza  
Washington, DC 20549

Re: Boston Communications Group, Inc. - Section 16 Reporting

Dear Sir/Madam:

Enclosed for filing are three copies, one of which is manually signed, of a Statement of Changes in Beneficial Ownership on Form 4 for Karen Walker, an officer of Boston Communications Group, Inc.

If there are any questions regarding this filing, please call me at (781) 904-5000. Thank you for your assistance with this matter.

Very truly yours,

A handwritten signature in black ink, appearing to read "Leslie N. Apony". The signature is fluid and cursive, with a large, stylized "L" and "A".

Leslie N. Apony

Enclosure

cc: Karen Walker

.....  
100 Sylvan Road  
Suite 100  
Woburn, MA 01801  
tel: 781-904-5000  
fax: 781-904-5601  
[www.bcgi.net](http://www.bcgi.net)  
Boston Communications Group, Inc

**c** Check this box if no longer subject to Section 16. Form 4 or Form 5 obligations may continue. See Instruction 1(b).

# STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP

Filed pursuant to Section 16(a) of the Securities Exchange Act of 1934, Section 17(a) of the Public Utility Holding Company Act of 1935 or Section 30(h) of the Investment Company Act of 1940

(Print or Type Responses)

1. Name and Address of Reporting Person*		2. Issuer Name and Ticker or Trading Symbol		6. Relationship of Reporting Person(s) to Issuer (Check all applicable)	
Walker	Karen A.	BCGI Boston Communications Group, Inc.		<input type="checkbox"/> Director <input checked="" type="checkbox"/> 10% Owner <input type="checkbox"/> Officer (give title below) <input type="checkbox"/> Other (specify below) <u>VP Fin. Admin &amp; CFO</u>	
3. I.R.S. Identification Number of Reporting Person, if an entity (voluntary)		4. Statement for Month/Day/Year		7. Individual or Joint/Group Filing (Check applicable line)	
		8/02		<input checked="" type="checkbox"/> Form filed by One Reporting Person <input type="checkbox"/> Form filed by More than One Reporting Person	
5. If Amendment, Date of Original (Month/Day/Year)					
(Last)		(First)		(Middle)	
c/o Boston Communications Group 100 Sylvan Road, Suite 100					
(Street)					
Woburn		MA		01801	
(City)		(State)		(Zip)	

Table I – Non-Derivative Securities Acquired, Disposed of, or Beneficially Owned

[illegible]

\* Pursuant to a 10b 5-1 plan.

\* If the form is filed by more than one reporting person, see Instruction 4(b)(v).

**Potential persons who are to respond to the collection of information contained in this form are not required to respond unless the form displays a currently valid OMB control number.**

FORM 4 (continued)

Table II – Derivative Securities Acquired, Disposed of, or Beneficially Owned (e.g., puts, calls, warrants, options, convertible securities)

1. Title of Derivative Security (Instr. 3)	2. Conversion or Exercise Price of Derivative Security	3. Transaction Date (Month/Day/Year)	3A. Deemed Execution Date, if any (Month/Day/Year)	4. Transaction Code (Instr. 8)		5. Number of Derivative Securities Acquired (A) or Disposed of (D) (Instr. 3, 4, and 5)		6. Date Exercisable and Expiration Date (Month/Day/Year)		7. Title and Amount of Underlying Securities (Instr. 3 and 4)		8. Price of Derivative Security (Instr. 5)	9. Number of Derivative Securities Beneficially Owned Following Reported Transaction(s) (Instr. 4)	10. Ownership Form of Derivative Security (Instr. 4)	11. Name of Immediate Beneficial Owner (Instr. 4)
				Code	V	(A)	(D)	Date Exercisable	Expiration Date	Title	Amount or Number of Shares				
Stock Option (right to buy)	8.625	10/23/02	-	X	-	0	1,900	2/28/00	2/3/09	Common Stock	1,900	0	136,600	D	
Stock Option (right to buy)	6.00	10/23/02	-	X	-	0	2,500	2/28/00	2/3/09	Common Stock	2,500	0	134,100	D	

Kawana  
 \*\*Signature of Reporting Person

10/24/02  
 Date

\*\*Intentional misstatements or omissions of facts constitute Federal Criminal Violations.  
 See 18 U.S.C. 1001 and 15 U.S.C. 78ff(a).

Note: File three copies of this Form, one of which must be manually signed.  
 If space is insufficient, see Instruction 6 for procedure.



BY OVERNIGHT DELIVERY

October 24, 2002

Securities and Exchange Commission  
Filing Room  
450 Fifth Street, N.W.  
Judiciary Plaza  
Washington, DC 20549

Re: Boston Communications Group, Inc. - Section 16 Reporting

Dear Sir/Madam:

Enclosed for filing are three copies, one of which is manually signed, of a Statement of Changes in Beneficial Ownership on Form 4 for Karen Walker, an officer of Boston Communications Group, Inc.

If there are any questions regarding this filing, please call me at (781) 904-5000. Thank you for your assistance with this matter.

Very truly yours,

A handwritten signature in dark ink, appearing to read "Thomas H. Kelly", is written over the typed name. The signature is fluid and cursive.

Thomas H. Kelly

Enclosure

cc: Karen Walker

.....  
100 Sylvan Road  
Suite 100  
Woburn, MA 01801  
tel: 781-904-5000  
fax: 781-904-5601  
www.bcginc.net  
Boston Communications Group, Inc.

**UNITED STATES SECURITIES AND EXCHANGE COMMISSION**  
**Washington, D.C. 20549**

Washington, D.C. 20549

## STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP

Filed pursuant to Section 16(a) of the Securities Exchange Act of 1934, Section 17(a) of the Public Utility Holding Company Act of 1935 or Section 30(h) of the Investment Company Act of 1940

# FORM 4

**O** Check this box if no longer subject to Section 16. Form 4 or Form 5 obligations may continue. See Instruction 1(b).

OMB APPROVAL.

OMB Number:..... 3235-028  
Expires:.....January 31, 2009  
Estimated average burden  
hours per response..... 0

(Print or Type Responses)

1	Name and Address of Reporting Person*	Walker (Last)	Karen (First)	A. (Middle)	<div data-bbox="576 296 616 764">2. Issuer Name and Ticker or Trading Symbol BCGI Boston Communications Group, Inc.</div> <div data-bbox="576 764 616 1039">3. I.R.S. Identification Number of Reporting Person, if an entity (voluntary)</div> <div data-bbox="576 1039 616 1803">4. Statement for Month/Day/Year  9/02</div>	6. Relationship of Reporting Person(s) to Issuer (Check all applicable)	<div data-bbox="657 296 697 764">Director</div> <div data-bbox="657 764 697 1039">X Officer (give title below)</div> <div data-bbox="657 1039 697 1803">Other (specify below)  VP Fin. Admin &amp; CFO</div>
(Sheet)					<div data-bbox="576 1314 616 1803">5. If Amendment, Date of Original (Month/Day/Year)</div>	7. Individual or Joint/Group Filing (Check applicable line)	<div data-bbox="657 1314 697 1803">X Form filed by One Reporting Person</div> <div data-bbox="697 1314 782 1803">Form filed by More than One Reporting Person</div>
		Woburn	MA	01801			
		(City)	(State)	(Zip)			

Table 1 – Non-Derivative Securities Acquired, Disposed of, or Beneficially Owned

[illegible]

<sup>†</sup> If the form is filed by more than one reporting person, see Instruction 4(b)(v).

Potential persons who are to respond to the collection of information contained in this form are not required to respond unless the form displays a currently valid OMB control number.

SLC 1474 (3.95)  
(1)824

FORM 4 (continued) Table II – Derivative Securities Acquired, Disposed of, or Beneficially Owned  
(e.g., puts, calls, warrants, options, convertible securities)

1. Title of Derivative Security (Instr. 3)	2. Conversion or Exercise Price of Derivative Security	3. Transaction Date (Month/Day/Year)	3A. Deemed Execution Date, if any (Month/Day/Year)	4. Transaction Code (Instr. 8)		5. Number of Derivative Securities Acquired (A) or Disposed of (D) (Instr. 3, 4, and 5)		6. Date Exercisable and Expiration Date (Month/Day/Year)		7. Title and Amount of Underlying Securities (Instr. 3 and 4)		8. Price of Derivative Security (Instr. 5)	9. Number of Derivative Securities Beneficially Owned Following Reported Transaction(s) (Instr. 4)	10. Ownership Form of Derivative Securities Beneficially Owned at End of Month (Instr. 4)	11. Nature of Indirect Beneficial Ownership (Instr. 4)
				Code	V	(A)	(D)	Date Exercisable	Expiration Date	Title	Amount or Number of Shares				
Stock Option (right to buy)	8.89	9/4/02		A		30,000		(1)	9/4/12	Common Stock	30,000	8.89	138,500	D	

Explanation of Responses:

(1) Exercisable in three equal installments commencing on the anniversary of the date of grant.

\*\*Intentional misstatements or omissions of facts constitute Federal Criminal Violations.  
See 18 U.S.C. 1001 and 15 U.S.C. 78ff(a).

File three copies of this Form, one of which must be manually signed.  
If space is insufficient, see Instruction 6 for procedure.

Kenneth  
Signature of Reporting Person

12/17/02  
Date

Page  
SEC 1474 (3-99)





BY OVERNIGHT DELIVERY

October 17, 2002

Securities and Exchange Commission  
Filing Room  
450 Fifth Street, N.W.  
Judiciary Plaza  
Washington, DC 20549

Re: Boston Communications Group, Inc. - Section 16 Reporting

Dear Sir/Madam:

Enclosed for filing are three copies, one of which is manually signed, of a Statement of Changes in Beneficial Ownership on Form 4 for Karen Walker, an officer of Boston Communications Group, Inc.

If there are any questions regarding this filing, please call me at (781) 904-5000.  
Thank you for your assistance with this matter.

Very truly yours,

A handwritten signature in dark ink, appearing to read "Leslie N. Apony".  
Leslie N. Apony

Enclosure

cc: Karen Walker

.....  
100 Sylvan Road  
Suite 100  
Woburn, MA 01801  
tel: 781-904-5000  
fax: 781-904-5601  
[www.bcgi.net](http://www.bcgi.net)  
Boston Communications Group, Inc.

**UNITED STATES SECURITIES AND EXCHANGE COMMISSION**  
**Washington, D.C. 20549**

OMB APPROVAL

**o** Check this box if no longer subject to Section 16. Form 4 or Form 5 obligations may continue. See Instruction 1(b).

# STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP

Filed pursuant to Section 16(a) of the Securities Exchange Act of 1934, Section 17(a) of the Public Utility Holding Company Act of 1935 or Section 30(h) of the Investment Company Act of 1940

OMB Number: 3235-028  
Expires: January 31, 2000  
Estimated average burden  
hours per response: 10

(Print or Type Responses)

1. Name and Address of Reporting Person*		2. Issuer Name and Ticker or Trading Symbol		6. Relationship of Reporting Person(s) to Issuer (Check all applicable)	
Walker	Karen	A.	Boston Communications Group, Inc.	Director	10% Owner
(Last)	(First)	(Middle)	3. I.R.S. Identification Number of Reporting Person, if an entity (voluntary)	X Officer (give title below)	Other (specify below)
c/o Boston Communications Group 100 Sylvan Road, Suite 100		4. Statement for Month/Day/Year  9/02		VP Fin. Admin & CFO	
(Street)		5. If Amendment, Date of Original (Month/Day/Year)		7. Individual or Joint/Group Filing (Check applicable line)	
Woburn	MA	01801		X	Form filed by One Reporting Person
(City)	(State)	(Zip)			Form filed by More than One Reporting Person

Table I – Non-Derivative Securities Acquired, Disposed of, or Beneficially Owned

[illegible]

**Reminder:** Report on a separate line for each class of securities beneficially owned directly or indirectly.

\* If the Form is filed by more than one reporting person, see Instruction 4(b)(v).

Potential persons who are to respond to the collection of information contained in this form are not required to respond unless the form displays a currently valid OMB control number.

## FORM 4 (continued)

Table II – Derivative Securities Acquired, Disposed of, or Beneficially Owned  
(e.g., puts, calls, warrants, options, convertible securities)

1. Title of Derivative Security (Instr. 3)	2. Conversion or Exercise Price of Derivative Security	3. Transaction Date (Month/Day/Year)	3A. Deemed Execution Date, if any (Month/Day/Year)	4. Transaction Code (Instr. 8)		5. Number of Derivative Securities Acquired (A) or Disposed of (D) (Instr. 3, 4, and 5)		6. Date Exercisable and Expiration Date (Month/Day/Year)		7. Title and Amount of Underlying Securities (Instr. 3 and 4)		8. Price of Derivative Security (Instr. 5)	9. Number of Derivative Securities Beneficially Owned Following Reported Transaction(s) (Instr. 4)	10. Ownership Form of Derivative Securities Beneficially Owned at End of Month (Instr. 4)	11. Maturity Date (Instr. 4)
				Code	V	(A)	(D)	Date Exercisable	Expiration Date	Title	Amount or Number of Shares				
Stock Option (right to buy)	8.89	9/4/02		A		30,000		(1)	9/4/12	Common Stock	30,000	8.89	138,500	D	

## Explanation of Responses:

(1) Exercisable in three equal installments commencing on the anniversary of the date of grant.

\*\*\*Intentional misstatements or omissions of facts constitute Federal Criminal Violations.  
See 18 U.S.C. 1001 and 15 U.S.C. 78ff(a).

*Note:* File three copies of this Form, one of which must be manually signed.

If space is insufficient, see Instruction 6 for procedure.

\*\*Signature of Reporting Person

Date

12/17/08



BY OVERNIGHT DELIVERY

October 17, 2002

Securities and Exchange Commission  
Filing Room  
450 Fifth Street, N.W.  
Judiciary Plaza  
Washington, DC 20549

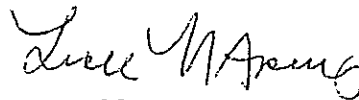
Re: Boston Communications Group, Inc. - Section 16 Reporting

Dear Sir/Madam:

Enclosed for filing are three copies, one of which is manually signed, of a Statement of Changes in Beneficial Ownership on Form 4 for Karen Walker, an officer of Boston Communications Group, Inc.

If there are any questions regarding this filing, please call me at (781) 904-5000. Thank you for your assistance with this matter.

Very truly yours,

  
Leslie N. Apony

Enclosure

cc: Karen Walker

.....  
100 Sylvan Road  
Suite 100  
Woburn, MA 01801  
tel: 781-904-5000  
fax: 781-904-5601  
[www.bcgi.net](http://www.bcgi.net)  
Boston Communications Group, Inc.

UNITED STATES SECURITIES AND EXCHANGE COMMISSION  
Washington, D.C. 20549

OMB APPROVAL

OMB Number: 3235-0287  
Expires: January 31, 2005  
Estimated average burden  
hours per response: 0.5

## STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP

Filed pursuant to Section 16(a) of the Securities Exchange Act of 1934, Section 17(a) of the Public Utility Holding Company Act of 1935 or Section 30(h) of the Investment Company Act of 1940

**o** Check this box if no longer subject to Section 16. Form 4 or Form 5 obligations may continue. See Instruction 1(b).

(Print or Type Responses)

1. Name and Address of Reporting Person*		2. Issuer Name and Ticker or Trading Symbol		6. Relationship of Reporting Person(s) to Issuer (Check all applicable)	
Walker	Karen	BCGI Boston Communications Group, Inc.		Director	10% Owner
(Last)	(First)	4. Statement for Month/Day/Year		X	Officer (give title below)
c/o Boston Communications Group 100 Sylvan Road, Suite 100		8/02			Other (specify below)
		3. I.R.S. Identification Number of Reporting Person, if an entity (voluntary)		VP Fin. Admin & CFO	
(Street)		5. If Amendment, Date of Original (Month/Day/Year)		Individual or Joint/Group Filing (Check applicable line)	
Woburn	MA			X	Form filed by One Reporting Person
(City)	(State)				Form filed by More than One Reporting Person
	01801				
	(Zip)				

Table 1 - Non-Derivative Securities Acquired, Disposed of, or Beneficially Owned

[illegible]

Report on a separate line for each class of securities beneficially owned directly or indirectly.

On a separate line for each, check the appropriate box(es) and provide the information requested by more than one reporting person, *see* Instruction 4(b)(v).

## FORM 4 (continued)

Table II – Derivative Securities Acquired, Disposed of, or Beneficially Owned  
(e.g., puts, calls, warrants, options, convertible securities)

1. Title of Derivative Security (Instr. 3)	2. Conversion or Exercise Price of Derivative Security	3. Transaction Date (Month/Day/Year)	3A. Deemed Execution Date, if any (Month/Day/Year)	4. Transaction Code (Instr. 8)			5. Number of Derivative Securities Acquired (A) or Disposed of (D) (Instr. 3, 4, and 5)		6. Date Exercisable and Expiration Date (Month/Day/Year)		7. Title and Amount of Underlying Securities (Instr. 3 and 4)		8. Price of Derivative Security (Instr. 5)	9. Number of Derivative Securities Beneficially Owned Following Reported Transaction(s) (Instr. 4)	10. Ownership Form of Derivative Securities Beneficially Owned at End of Month (Instr. 4)	11. Nature of Instruction Beneficial Owner's Position (Instr. 4)
				Code	V		(A)	(D)	Date Exercisable	Expiration Date	Title	Amount or Number of Shares				
Stock Option (right to buy)	7.58	1/25/02		A			10,000		(1)	1/25/12	Common Stock	10,000	7.58	106,000	D	
Stock Option (right to buy)	7.09	7/12/02		A			2,500		(2)	7/12/02	Common Stock	2,500	7.09	108,500	D	

## Explanation of Responses:

(1) Exercisable in three equal installments commencing on the anniversary of the date of grant. Subject to accelerated vesting in whole or in part based on performance goals being met.

(2) Exercisable in three equal installments commencing on the anniversary of the date of grant.

\* Intentional misstatements or omissions of facts constitute Federal Criminal Violations.

See 18 U.S.C. 1001 and 15 U.S.C. 78ff(a).

Note: File three copies of this Form, one of which must be manually signed.

If space is insufficient, see Instruction 6 for procedure.

\*\*Signature of Reporting Person

Date

10/17/02





BY OVERNIGHT DELIVERY

October 17, 2002

Securities and Exchange Commission  
Filing Room  
450 Fifth Street, N.W.  
Judiciary Plaza  
Washington, DC 20549

Re: Boston Communications Group, Inc. - Section 16 Reporting

Dear Sir/Madam:

Enclosed for filing are three copies, one of which is manually signed, of a Statement of Changes in Beneficial Ownership on Form 4 for Karen Walker, an officer of Boston Communications Group, Inc.

If there are any questions regarding this filing, please call me at (781) 904-5000.  
Thank you for your assistance with this matter.

Very truly yours,

A handwritten signature in cursive script, appearing to read "Leslie N. Apony", is written above the printed name.

Leslie N. Apony

Enclosure

cc: Karen Walker

.....  
100 Sylvan Road  
Suite 100  
Woburn, MA 01801  
tel: 781-904-5000  
fax: 781-904-5601  
[www.bcgi.net](http://www.bcgi.net)  
Boston Communications Group, Inc.

FLRM4

# STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP

(Print or Type Responses)

2. Issuer Name and Ticker or Trading Symbol

Boston Communications Group, Inc. (BCGI)

3. I.R.S. Identification	4. Statement for
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(Month/Year)

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Table I — Non-Derivative Securities Acquired, Disposed of, or Beneficially Owned

[illegible]

\* If the form is filed by more than one reporting person, see Instruction 4(b)(v).

SEC 147.1 (7-9-99)  
(Over.)

451011

**STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP**

Case 1:05-cv-11165-WGY Document 24-11 Filed 12/02/2005 Page 61 of 68

[illegible]

Reminder: Report on a separate line for each class of securities beneficially owned directly or indirectly. • If the form is filed by more than one reporting person, see Instruction 4(b)(v).



BY OVERNIGHT DELIVERY

January 8, 2002

Securities and Exchange Commission  
Filing Room  
450 Fifth Street, N.W.  
Judiciary Plaza  
Washington, DC 20549

Re: Boston Communications Group, Inc. - Section 16 Reporting

Dear Sir/Madam:

Enclosed for filing are three copies, one of which is manually signed, of a Statement of Changes in Beneficial Ownership on Form 4 for Karen Walker, an officer of Boston Communications Group, Inc.

If there are any questions regarding this filing, please call me at (781) 904-5000. Thank you for your assistance with this matter.

Very truly yours,

A handwritten signature in dark ink, appearing to read "Alan J. Bouffard", is positioned above the printed name.

Alan J. Bouffard

Enclosure

cc: Karen Walker

.....  
100 Sylvan Road  
Suite 100  
Woburn, MA 01801  
tel: 781-904-5000  
fax: 781-904-5601  
[www.bcgi.net](http://www.bcgi.net)  
Boston Communications Group, Inc.

Table II — Derivative Securities Acquired, Disposed of, or Beneficially Owned  
(e.g., puts, calls, warrants, options, convertible securities)

[illegible][illegible]

\*\*\* Intentional misstatements or omissions of facts constitute Federal Criminal Violations.  
Sec 18 U.S.C. 1001 and 15 U.S.C. 78ff(a).

**Note:** File three copies of this Form, one of which must be manually signed. If space is insufficient, see Instruction 6 for procedure.

Potential per-  
sonnel who are to respond to the collection of information contained in this form  
are required to read and understand the form and unless the form displays a currently valid OMB Number.

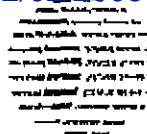
11/10/21      Date

K. A. W.      \*\*Signature of Reporting Person





Potential per-  
sonnel who are to respond to the collection of information contained in this form (e.g., contractors, grant recipients, etc.) and unless the form displays a currently valid OMB Number.



BOSTON  
COMMUNICATIONS  
GROUP

BY OVERNIGHT DELIVERY

April 29, 1999

Securities and Exchange Commission  
Filing Room  
450 Fifth Street, N.W.  
Judiciary Plaza  
Washington, DC 20549

Re: Boston Communications Group, Inc. - Section 16 Reporting

Dear Sir/Madam:

Enclosed for filing are three copies, one of which is manually signed, of an Initial Statement of Beneficial Ownership of Securities on Form 3 for Karen Walker, an Executive Officer of Boston Communications Group, Inc.

If there are any questions regarding this filing, please call me at (617) 476-4603. Thank you for your assistance with this matter.

Very truly yours,

A handwritten signature in dark ink, appearing to read "Alan J. Bouffard".

Alan J. Bouffard

Enclosure

cc: Karen Walker  
Michael D. Bain, Esq.



[illegible]

## Explanation of Responses

- (1) Exercisable in five equal annual installments, commencing one year after the date of grant which was ten years prior to the expiration date.
- (2) Exercisable on 2/3/07; or on 2/28/00 if performance goals for 1999 are met.
- \* Indicates minimum number of all factors in Factors Considered Federal Clinical Trial on one.
- For IF U.S.C. 10401 and 25 U.S.C. 1601(c).
- Barbara Allen  
\* Signature of Reporting Person
- 4/28/99  
Date

Karen A. Webb  
\*Signature of Reporting Person

4/28/99  
Date

**Note.** F1: Three copies of this Form, one of which must be normally signed if space is insufficient. See instruction 6 for procedure.

Material persons who are in respect to the collection information maintained in the form are not required to return unless the form displays a currently valid CVR Number.

# **Exhibit 30**

-----BEGIN PRIVACY-ENHANCED MESSAGE-----

Proc-Type: 2001,MIC-CLEAR

Originator-Name: webmaster@www.sec.gov

Originator-Key-Asymmetric:

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TW5M7vrlADbmYQaionwgs5dW3p6oam5D3tdezXm7z1T+B+twIDAQAB

MIC-Info: RSA-MD5, RSA,

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ACCESSION NUMBER: 0001012887-02-000012

CONFORMED SUBMISSION TYPE: DEF 14A

PUBLIC DOCUMENT COUNT: 2

CONFORMED PERIOD OF REPORT: 20011231

FILED AS OF DATE: 20020424

FILER:

COMPANY DATA:

COMPANY CONFORMED NAME:

CENTRAL INDEX KEY:

STANDARD INDUSTRIAL CLASSIFICATION:

IRS NUMBER:

STATE OF INCORPORATION:

FISCAL YEAR END:

BOSTON COMMUNICATIONS GROUP INC

0001012887

RADIO TELEPHONE COMMUNICATIONS [4812]

043026859

MA

1231

FILING VALUES:

FORM TYPE: DEF 14A

SEC ACT: 1934 Act

SEC FILE NUMBER: 000-28432

FILM NUMBER: 02619850

BUSINESS ADDRESS:

STREET 1: 100 SYLVAN RD

STREET 2: STE 100

CITY: WOBURN

STATE: MA

ZIP: 01801-1830

BUSINESS PHONE: 7819045000

MAIL ADDRESS:

STREET 1: 100 SYLVAN RD

<http://www.sec.gov/Archives/edgar/data/1012887/000101288702000012/0001012887-02-000012.txt>

11/28/2005



STREET 2: STE 100  
 CITY: WOBURN  
 STATE: MA  
 ZIP: 01801-1830

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</SEC-HEADER>
<DOCUMENT>
<TYPE>DEF 14A
<SEQUENCE>1
<FILENAME>proxy.htm
<DESCRIPTION>PROXY FOR BOSTON COMMUNICATIONS GROUP INC
<TEXT>

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<HEAD>
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Notice of Annual Meeting of Shareholders  
 to be Held On Thursday, May 23, 2002

The Annual Meeting of Shareholders of Boston Communications Group, Inc. (the "Company") will be held on Thursday, May 23, 2002, at the Company, 100 Sylvan Road, Woburn, Massachusetts to consider and act upon the following proposals:

1. To elect Paul J. Tobin, Brian E. Boyle and E.Y. Snowden, as Class III Directors, each to serve for a three-year term.
2. To ratify the selection of Ernst and Young LLP by the Board of Directors as the Company's independent auditors for the current fiscal year.
3. To transact such other business as may properly come before the meeting or any adjournment thereof.

The Board of Directors has no knowledge of any other business to be transacted at the meeting.

Shareholders of record at the close of business on April 16, 2002 will be entitled to notice of and to vote at the meeting or any adjournment thereof. The stock transfer books of the Company will remain open.

<http://www.sec.gov/Archives/edgar/data/1012887/000101288702000012/0001012887-02-000012.txt>

By Order of the Board of Directors,

Alan J. Bouffard,  
Clerk

Woburn, Massachusetts  
April 19, 2002

WHETHER OR NOT YOU EXPECT TO ATTEND THE MEETING, PLEASE COMPLETE, DATE AND SIGN THE ENCLOSED PROXY CARD AND MAIL IT PROMPTLY IN THE ENCLOSED ENVELOPE IN ORDER TO ENSURE REPRESENTATION OF YOUR SHARES AT THE ANNUAL MEETING. NO POSTAGE NEED BE AFFIXED IF THE PROXY CARD IS MAILED IN THE UNITED STATES. IF THE ENVELOPE IS LOST PLEASE RETURN THE PROXY CARD TO EQUISERVE P.O. BOX 43058, PROVIDENCE, RI 02940.

Boston Communications Group, Inc.  
100 Sylvan Road  
Woburn, Massachusetts 01801

Proxy Statement for the Annual Meeting of Shareholders  
to be Held on May 23, 2002

This Proxy Statement is furnished in connection with the solicitation of proxies by the Board of Directors of Boston Communications Group, Inc. (the "Company") for use at the Annual Meeting of Shareholders to be held on May 23, 2002 and at any adjournments of that meeting (the "Annual Meeting"). All shares represented by validly executed proxies will be voted in accordance with the shareholders' instructions set forth therein. If no choice is specified on a signed proxy card, the shares represented by such proxy will be voted in favor of the proposals set forth in the accompanying Notice of Meeting and described herein. Any proxy may be revoked by a shareholder at any time before its exercise by delivery of written revocation or a subsequently dated proxy to the Clerk of the Company or by attending the Annual Meeting and voting in person. A shareholder's attendance at the Annual Meeting will not be deemed, by itself, to revoke a proxy previously signed and delivered by such shareholder unless the shareholder gives affirmative notice at the Annual Meeting that the shareholder intends to revoke such proxy and vote in person.

The Company's 2001 Annual Report to Shareholders is being mailed to shareholders concurrently with this Proxy Statement on or about April 19, 2002.

A copy of the Company's Annual Report on Form 10-K for the fiscal year ended December 31, 2001, as filed with the Securities and Exchange Commission, except for exhibits, will be furnished, without charge to any shareholder upon written request to the Company, Boston Communications Group, Inc., 100 Sylvan Road, Woburn, Massachusetts 01801.

#### Voting Securities and Votes Required

At the close of business on April 16, 2002, the record date for the determination of shareholders entitled to notice of and to vote at the Annual Meeting, there were outstanding and entitled to vote an aggregate of 17,235,071 shares of common stock, \$.01 par value per share, of the Company (the "Common Stock"), constituting all of the voting stock of the Company. Holders of Common Stock are entitled to one vote per share.

The presence in person or representation by proxy of the holders of a majority of the number of shares of Common Stock issued, outstanding and entitled to vote at the Annual Meeting constitutes a quorum for the transaction of business at the Annual Meeting. Shares of Common Stock represented in person or by proxy (including shares that abstain or do not vote with respect to one or more of the proposals presented for shareholder approval) will be counted for purposes of determining whether a quorum is present.

If a quorum is present at the Annual Meeting, the election of the directors will be determined by a plurality of the votes cast, in person or by proxy at the Annual Meeting. The affirmative vote of the majority of the votes cast, in person or by proxy, at the Annual Meeting is required for the ratification of the selection of Ernst and Young LLP as the Company's independent auditors for the current fiscal year.

Shares that are withheld or that abstain from voting as to a particular proposal, and shares held in "street name" by brokers or nominees who indicate on their proxies that they do not have discretionary authority to vote such shares as to a particular proposal ("broker non-votes"), will not be counted as votes in favor of such proposal and will also not be counted as votes cast or shares voting on such proposal. Accordingly, shares withheld or abstaining and "broker non-votes" will have no effect on the voting on proposals, such as the ones presented for shareholder approval at this Annual Meeting, that requires the affirmative vote of a certain percentage of the shares voting on the proposal.

2

## Security Ownership of Certain Beneficial Owners and Management

The following table sets forth certain information as of February 28, 2002, with respect to the beneficial ownership of the Company's Common Stock by (i) each person known by the Company to beneficially own more than 5% of the outstanding shares of Common Stock, (ii) each director and each person nominated to become a director of the Company, (iii) each executive officer of the Company named in the Summary Compensation Table set forth under the caption "Executive Compensation" below and (iv) all current directors and executive officers of the Company as a group:

Beneficial Owner	Number of Shares Beneficially Owned (1)	Percentage of Common Stock Outstanding (2)
Barclays Global Investors (3) 45 Fremont Street San Francisco, CA 94120 FMR Corp. (4) 82 Devonshire Street Boston, MA 02109	1,321,964	7.69%
Dimensional Fund Advisors Inc. (5) 1299 Ocean Avenue, 11th Floor Santa Monica, CA 90401 J.P. Morgan Chase and Co. (6) 270 Park Avenue New York, NY 10017	1,151,000	6.69%
Paul J. Tobin (7) E.Y. Snowden (8) Frederick von Mering (9) Robert Sullivan (10) Brian E. Boyle (11) Terrol D. Adams (12)	1,077,200	6.26%
Karen Walker (13) William Wessman (14)	920,820	5.35%
	627,165	3.64%
	447,050	2.55%
	421,132	2.45%
	364,035	2.12%
	357,305	2.04%
	97,075	*
	81,701	*
	77,802	*

Gerald Segel (15)

48,000

\*

Paul R. Gudonis (16)

40,000

\*

Gerald S. McGowan (17)

39,000

\*

Rajendra Singh (18)

19,000

\*

All current directors and officers as a group (19)  
(12 persons)

2,619,265

15.23%

\* Less than 1%

(1) Each person has sole investment and voting power with respect to the shares indicated, except as otherwise noted. The number of shares of Common Stock beneficially owned is determined under the rules of the Securities and Exchange Commission and is not necessarily indicative of beneficial ownership for any other purpose. The inclusion herein of any shares of Common Stock deemed beneficially owned does not constitute an admission of beneficial ownership of such shares. Any reference in the footnotes below to stock options held by the person in question relates to stock options which are currently exercisable or exercisable within 60 days after February 28, 2002.

(2) The number of shares deemed outstanding with respect to a named person includes 17,195,821 shares outstanding as of February 28, 2002 plus any shares subject to options held by the person in question that are currently exercisable or exercisable within 60 days after February 28, 2002.

(3) Based solely upon a Schedule 13G filed on February 8, 2002.

(4) Based solely upon a Schedule 13G filed on February 14, 2002.

(5) Based solely upon a Schedule 13G filed on January 30, 2002.

(6) Based solely upon a Schedule 13G filed on February 11, 2002.

(7) Includes 33,334 shares issuable pursuant to stock options. Includes 306,831 shares held by the Paul J. Tobin 1988 Trust, and 287,000 shares held by the Margaret M. Tobin 1988 Trust. Mr. Tobin is the trustee of the Paul J. Tobin 1988 Trust.

Margaret M. Tobin, the spouse of Paul J. Tobin, is trustee of the Margaret M. Tobin 1988 Trust.

(8) Includes 411,134 shares issuable pursuant to stock options. Of these, 180,000 are held in trust for the benefit of Mr. Snowden's children.

(9) Includes 147,322 shares issuable pursuant to stock options.

(10) Includes 16,668 shares issuable pursuant to stock options.

(11) Includes 129,000 shares issuable pursuant to stock options. Also includes 170,250 shares owned by Sand Drift, Ltd. of which Mr. Boyle is a limited partner and 52,000 shares owned by the Brian E. Boyle Charitable Foundation. Mr. Boyle disclaims beneficial ownership of these shares, except to the extent of his direct pecuniary interest therein.

(12) Includes 91,075 shares issuable pursuant to stock options.

(13) Includes 51,401 shares issuable pursuant to stock options.

(14) Includes 76,302 shares issuable pursuant to stock options.

(15) Includes 38,000 shares issuable pursuant to stock options.

(16) Includes 38,000 shares issuable pursuant to stock options.

(17) Includes 2,000 shares issuable pursuant to stock options.

(18) Includes 19,000 shares issuable pursuant to stock options.

(19) Includes 1,053,236 issuable pursuant to stock options.

#### ELECTION OF DIRECTORS

The Company's Board of Directors is divided into three classes, with members of each class holding office for staggered three-year terms. The Board currently consists of three Class I Directors, whose terms expire at the 2003



William Wessman	10,000	2.05%	6.4375	4/6/11	40,525	1
	5,000	1.02%	7.75	10/10/11	24,350	

- (1) All options vest in three equal annual installments over a three year period commencing on the first anniversary of the date of grant.
- (2) The exercise price is equal to the fair market value of the Company's Common Stock on the date of grant.
- (3) Amounts represent hypothetical gains that could be achieved for the respective options if exercised at the end of the option term. These gains are based on assumed rates of stock appreciation of 5% and 10% compounded annually from the date the respective options were granted to their expiration date. The assumed rates of appreciation are mandated by the rules of the Securities and Exchange Commission and do not represent the Company's estimate or projection of future stock prices. This table does not take into account any appreciation or depreciation in the price of the Common Stock to date. Actual gain, if any, on stock option exercises will depend on future performance of the Common Stock and the date on which the options are exercised. Values shown are net of the option exercise price, but do not include deductions for tax or other expenses associated with the exercise.
- (4) No restricted stock or stock appreciation rights were granted in 2001.

#### Option Exercises and Holdings

The following table sets forth certain information concerning each exercise of a stock option during the year ended December 31, 2001 by each of the Named Executive Officers, and the number and value of unexercised options held by each of the Named Executive Officers on December 31, 2001.

AGGREGATED OPTION EXERCISES IN LAST FISCAL YEAR AND FISCAL YEAR-END OPTION VALUES	Number of Securities Underlying Options at Fiscal Year End	Value of Unexercised In-the-Money Options at Fi Year End (\$)(1)
--	---	--

Name	Value			
	Shares Acquired on Exercise	Realized	Exercisable	Unexercisable
Edward H. Snowden	--	--	330,000	105,000
Robert Sullivan			13,334	28,666
Frederick E. von Mering	--	--	143,988	30,666
Karen Walker	--	--	44,267	51,733
William Wessman			54,501	66,799

(1) The per share value of unexercised in-the-money options is calculated by subtracting the per share option exercise price from the last per share sale price of the Company's Common Stock on the Nasdaq National Market on December 31, 2001 (\$11.35).

#### Employment Agreements with Named Executive Officers

On February 10, 1998, the Company entered into an employment letter agreement with E.Y. Snowden, pursuant to which Mr. Snowden was made the President and Chief Executive Officer and a Director of the Company. The agreement provides for an initial base salary of \$250,000 plus an annual performance-based bonus of up to 40% of base salary. In addition, pursuant to the agreement, Mr. Snowden was granted a non-qualified stock option to purchase 400,000 shares of Common Stock at an exercise price of \$7.0625 per share, vesting in five equal annual installments commencing on February 10, 1998. In the event of a change in control of the Company (as defined in the agreement),

100% of the options will vest on the date of such transaction. If Mr. Snowden's employment is terminated without cause, or if there is a change of control which results in his demotion, diminution in responsibilities, or removal from the Board, then the Company will pay, as severance, his base salary until such time as he is otherwise employed, up to a maximum of twelve months.

#### REPORT OF THE COMPENSATION COMMITTEE

The Compensation Committee of the Board of Directors (the "Compensation Committee") is currently composed of four non-employee directors, Messrs. Gudonis, McGowan, Segel and Singh. The Compensation Committee is responsible for establishing and administering the policies which govern both annual compensation and performance-based equity ownership of the Company's employees, including its executive officers.

This report is submitted by the Compensation Committee and addresses the Company's policies for 2001 as they apply to the Company's executive officers.

#### Policies and Philosophy

The Company's executive compensation program is structured and administered to achieve three broad goals in a manner consistent with shareholder interests. First, the Compensation Committee structures executive compensation programs and decisions regarding individual compensation in a manner that the Compensation Committee believes will enable the Company to attract and retain key executives. Second, the Compensation Committee establishes compensation programs that are designed to reward executives for the achievement of specified business objectives of the Company. Finally, the Compensation Committee designs the Company's executive compensation programs to provide executives with long-term equity ownership opportunities in the Company in an attempt to align executive and shareholder interests.

In evaluating both individual and corporate performance for purposes of determining salary and bonus levels and stock option grants, the Compensation Committee places significant emphasis on the extent to which strategic and business plan goals are met, including the progress and success of the Company with respect to matters such as achieving operating budgets, establishing strategic marketing, distribution and development alliances, product development

# **Exhibit 30**

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CONFORMED SUBMISSION TYPE: DEF 14A

PUBLIC DOCUMENT COUNT: 2

CONFORMED PERIOD OF REPORT: 20011231

FILED AS OF DATE: 20020424

FILER:

#### COMPANY DATA:

COMPANY CONFORMED NAME:

CENTRAL INDEX KEY:

STANDARD INDUSTRIAL CLASSIFICATION:

IRS NUMBER:

STATE OF INCORPORATION:

FISCAL YEAR END:

BOSTON COMMUNICATIONS GROUP INC

0001012887

RADIO TELEPHONE COMMUNICATIONS [4812]

043026859

MA

1231

#### FILING VALUES:

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SEC ACT:

1934 ACT

SEC FILE NUMBER:

000-28432

FILM NUMBER:

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STREET 2:

STE 100

CITY:

WOBURN

STATE:

MA

ZIP:

01801-1830

BUSINESS PHONE:

7819045000

#### MAIL ADDRESS:

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100 SYLVAN RD

STREET 2: STE 100  
 CITY: WOBURN  
 STATE: MA  
 ZIP: 01801-1830

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Notice of Annual Meeting of Shareholders  
 to be Held On Thursday, May 23, 2002

The Annual Meeting of Shareholders of Boston Communications Group, Inc. (the "Company") will be held on Thursday, May 23, 2002, at the Company, 100 Sylvan Road, Woburn, Massachusetts to consider and act upon the following proposals:

1. To elect Paul J. Tobin, Brian E. Boyle and E.Y. Snowden, as Class III Directors, each to serve for a three-year term.
2. To ratify the selection of Ernst and Young LLP by the Board of Directors as the Company's independent auditors for the current fiscal year.
3. To transact such other business as may properly come before the meeting or any adjournment thereof.

The Board of Directors has no knowledge of any other business to be transacted at the meeting.

Shareholders of record at the close of business on April 16, 2002 will be entitled to notice of and to vote at the meeting or any adjournment thereof. The stock transfer books of the Company will remain open.



By Order of the Board of Directors,

Alan J. Bouffard,  
Clerk

Woburn, Massachusetts  
April 19, 2002

WHETHER OR NOT YOU EXPECT TO ATTEND THE MEETING, PLEASE COMPLETE, DATE AND SIGN THE ENCLOSED PROXY CARD AND MAIL IT PROMPTLY IN THE ENCLOSED ENVELOPE IN ORDER TO ENSURE REPRESENTATION OF YOUR SHARES AT THE ANNUAL MEETING. NO POSTAGE NEED BE AFFIXED IF THE PROXY CARD IS MAILED IN THE UNITED STATES. IF THE ENVELOPE IS LOST PLEASE RETURN THE PROXY CARD TO EQUISERVE P.O. BOX 43058, PROVIDENCE, RI 02940.

Boston Communications Group, Inc.  
100 Sylvan Road  
Woburn, Massachusetts 01801

Proxy Statement for the Annual Meeting of Shareholders  
to be Held on May 23, 2002

This Proxy Statement is furnished in connection with the solicitation of proxies by the Board of Directors of Boston Communications Group, Inc. (the "Company") for use at the Annual Meeting of Shareholders to be held on May 23, 2002 and at any adjournments of that meeting (the "Annual Meeting"). All shares represented by validly executed proxies will be voted in accordance with the shareholders' instructions set forth therein. If no choice is specified on a signed proxy card, the shares represented by such proxy will be voted in favor of the proposals set forth in the accompanying Notice of Meeting and described herein. Any proxy may be revoked by a shareholder at any time before its exercise by delivery of written revocation or a subsequently dated proxy to the Clerk of the Company or by attending the Annual Meeting and voting in person. A shareholder's attendance at the Annual Meeting will not be deemed, by itself, to revoke a proxy previously signed and delivered by such shareholder unless the shareholder gives affirmative notice at the Annual Meeting that the shareholder intends to revoke such proxy and vote in person.

The Company's 2001 Annual Report to Shareholders is being mailed to shareholders concurrently with this Proxy Statement on or about April 19, 2002.

A copy of the Company's Annual Report on Form 10-K for the fiscal year ended December 31, 2001, as filed with the Securities and Exchange Commission, except for exhibits, will be furnished, without charge to any shareholder upon written request to the Company, Boston Communications Group, Inc., 100 Sylvan Road, Woburn, Massachusetts 01801.

#### Voting Securities and Votes Required

At the close of business on April 16, 2002, the record date for the determination of shareholders entitled to notice of and to vote at the Annual Meeting, there were outstanding and entitled to vote an aggregate of 17,235,071 shares of common stock, \$.01 par value per share, of the Company (the "Common Stock"), constituting all of the voting stock of the Company. Holders of Common Stock are entitled to one vote per share.

The presence in person or representation by proxy of the holders of a majority of the number of shares of Common Stock issued, outstanding and entitled to vote at the Annual Meeting constitutes a quorum for the transaction of business at the Annual Meeting. Shares of Common Stock represented in person or by proxy (including shares that abstain or do not vote with respect to one or more of the proposals presented for shareholder approval) will be counted for purposes of determining whether a quorum is present.

If a quorum is present at the Annual Meeting, the election of the directors will be determined by a plurality of the votes cast, in person or by proxy at the Annual Meeting. The affirmative vote of the majority of the votes cast, in person or by proxy, at the Annual Meeting is required for the ratification of the selection of Ernst and Young LLP as the Company's independent auditors for the current fiscal year.

Shares that are withheld or that abstain from voting as to a particular proposal, and shares held in "street name" by brokers or nominees who indicate on their proxies that they do not have discretionary authority to vote such shares as to a particular proposal ("broker non-votes"), will not be counted as votes in favor of such proposal and will also not be counted as votes cast or shares voting on such proposal. Accordingly, shares withheld or abstaining and "broker non-votes" will have no effect on the voting on proposals, such as the ones presented for shareholder approval at this Annual Meeting, that requires the affirmative vote of a certain percentage of the shares voting on the proposal.

# Security Ownership of Certain Beneficial Owners and Management

The following table sets forth certain information as of February 28, 2002, with respect to the beneficial ownership of the Company's Common Stock by (i) each person known by the Company to beneficially own more than 5% of the outstanding shares of Common Stock, (ii) each director and each person nominated to become a director of the Company, (iii) each executive officer of the Company named in the Summary Compensation Table set forth under the caption "Executive Compensation" below and (iv) all current directors and executive officers of the Company as a group:

[illegible]

Gerald Segel (15)	48,000	*
Paul R. Gudonis (16)	40,000	*
Gerald S. McGowan (17)	39,000	*
Rajendra Singh (18)	19,000	*
All current directors and officers as a group (19) (12 persons)	2,619,265	15.23%

\* Less than 1%

(1) Each person has sole investment and voting power with respect to the shares indicated, except as otherwise noted. The number of shares of Common Stock beneficially owned is determined under the rules of the Securities and Exchange Commission and is not necessarily indicative of beneficial ownership for any other purpose. The inclusion herein of any shares of Common Stock deemed beneficially owned does not constitute an admission of beneficial ownership of such shares. Any reference in the footnotes below to stock options held by the person in question relates to stock options which are currently exercisable or exercisable within 60 days after February 28, 2002.

(2) The number of shares deemed outstanding with respect to a named person includes 17,195,821 shares outstanding as of February 28, 2002 plus any shares subject to options held by the person in question that are currently exercisable or exercisable within 60 days after February 28, 2002.

(3) Based solely upon a Schedule 13G filed on February 8, 2002.

(4) Based solely upon a Schedule 13G filed on February 14, 2002.

(5) Based solely upon a Schedule 13G filed on January 30, 2002.

(6) Based solely upon a Schedule 13G filed on February 11, 2002.

(7) Includes 33,334 shares issuable pursuant to stock options. Includes 306,831 shares held by the Paul J. Tobin 1988 Trust, and 287,000 shares held by the Margaret M. Tobin 1988 Trust. Mr. Tobin is the trustee of the Paul J. Tobin 1988 Trust.

- Margaret M. Tobin, the spouse of Paul J. Tobin, is trustee of the Margaret M. Tobin 1988 Trust.
- (8) Includes 411,134 shares issuable pursuant to stock options. Of these, 180,000 are held in trust for the benefit of Mr. Snowden's children.
  - (9) Includes 147,322 shares issuable pursuant to stock options.
  - (10) Includes 16,668 shares issuable pursuant to stock options.
  - (11) Includes 129,000 shares issuable pursuant to stock options. Also includes 170,250 shares owned by Sand Drift, Ltd. of which Mr. Boyle is a limited partner and 52,000 shares owned by the Brian E. Boyle Charitable Foundation. Mr. Boyle disclaims beneficial ownership of these shares, except to the extent of his direct pecuniary interest therein.
  - (12) Includes 91,075 shares issuable pursuant to stock options.
  - (13) Includes 51,401 shares issuable pursuant to stock options.
  - (14) Includes 76,302 shares issuable pursuant to stock options.
  - (15) Includes 38,000 shares issuable pursuant to stock options.
  - (16) Includes 38,000 shares issuable pursuant to stock options.
  - (17) Includes 2,000 shares issuable pursuant to stock options.
  - (18) Includes 19,000 shares issuable pursuant to stock options.
  - (19) Includes 1,053,236 issuable pursuant to stock options.

#### ELECTION OF DIRECTORS

The Company's Board of Directors is divided into three classes, with members of each class holding office for staggered three-year terms. The Board currently consists of three Class I Directors, whose terms expire at the 2003

William Wessman	10,000	2.05%	6.4375	4/6/11	40,525	1
	5,000	1.02%	7.75	10/10/11	24,350	
- - - - -						
- - - - -						

(1) All options vest in three equal annual installments over a three year period commencing on the first anniversary of the date of grant.

(2) The exercise price is equal to the fair market value of the Company's Common Stock on the date of grant.

(3) Amounts represent hypothetical gains that could be achieved for the respective options if exercised at the end of the option term. These gains are based on assumed rates of stock appreciation of 5% and 10% compounded annually from the date the respective options were granted to their expiration date. The assumed rates of appreciation are mandated by the rules of the Securities and Exchange Commission and do not represent the Company's estimate or projection of future stock prices. This table does not take into account any appreciation or depreciation in the price of the Common Stock to date. Actual gain, if any, on stock option exercises will depend on future performance of the Common Stock and the date on which the options are exercised. Values shown are net of the option exercise price, but do not include deductions for tax or other expenses associated with the exercise.

(4) No restricted stock or stock appreciation rights were granted in 2001.

#### Option Exercises and Holdings

The following table sets forth certain information concerning each exercise of a stock option during the year ended December 31, 2001 by each of the Named Executive Officers, and the number and value of unexercised options held by each of the Named Executive Officers on December 31, 2001.

#### AGGREGATED OPTION EXERCISES IN LAST FISCAL YEAR AND FISCAL YEAR-END OPTION VALUES

Number of Securities Underlying	Value of Unexercised
Options at Fiscal Year End	In-the-Money Options at Fi
	Year End (\$)(1)



Name	Shares Acquired On Exercise	Value Realized			
			Exercisable	Unexercisable	Unexercised
Edward H. Snowden	--	--	330,000	105,000	1,425,660
Robert Sullivan			13,334	28,666	53,500
Frederick E. von Mering	--	--	143,988	30,666	785,162
Karen Walker	--	--	44,267	51,733	203,710
William Wessman			54,501	66,799	295,618

(1) The per share value of unexercised in-the-money options is calculated by subtracting the per share option exercise price from the last per share sale price of the Company's Common Stock on the Nasdaq National Market on December 31, 2001 (\$11.35).

#### Employment Agreements with Named Executive Officers

On February 10, 1998, the Company entered into an employment letter agreement with E.Y. Snowden, pursuant to which Mr. Snowden was made the President and Chief Executive Officer and a Director of the Company. The agreement provides for an initial base salary of \$250,000 plus an annual performance-based bonus of up to 40% of base salary. In addition, pursuant to the agreement, Mr. Snowden was granted a non-qualified stock option to purchase 400,000 shares of Common Stock at an exercise price of \$7.0625 per share, vesting in five equal annual installments commencing on February 10, 1998. In the event of a change in control of the Company (as defined in the agreement),

100% of the options will vest on the date of such transaction. If Mr. Snowden's employment is terminated without cause, or if there is a change of control which results in his demotion, diminution in responsibilities, or removal from the Board, then the Company will pay, as severance, his base salary until such time as he is otherwise employed, up to a maximum of twelve months.

#### REPORT OF THE COMPENSATION COMMITTEE

The Compensation Committee of the Board of Directors (the "Compensation Committee") is currently composed of four non-employee directors, Messrs. Gudonis, McGowan, Segel and Singh. The Compensation Committee is responsible for establishing and administering the policies which govern both annual compensation and performance-based equity ownership of the Company's employees, including its executive officers.

This report is submitted by the Compensation Committee and addresses the Company's policies for 2001 as they apply to the Company's executive officers.

#### Policies and Philosophy

The Company's executive compensation program is structured and administered to achieve three broad goals in a manner consistent with shareholder interests. First, the Compensation Committee structures executive compensation programs and decisions regarding individual compensation in a manner that the Compensation Committee believes will enable the Company to attract and retain key executives. Second, the Compensation Committee establishes compensation programs that are designed to reward executives for the achievement of specified business objectives of the Company. Finally, the Compensation Committee designs the Company's executive compensation programs to provide executives with long-term equity ownership opportunities in the Company in an attempt to align executive and shareholder interests.

In evaluating both individual and corporate performance for purposes of determining salary and bonus levels and stock option grants, the Compensation Committee places significant emphasis on the extent to which strategic and business plan goals are met, including the progress and success of the Company with respect to matters such as achieving operating budgets, establishing strategic marketing, distribution and development alliances, product development

statement and form of proxy related thereto, must be received by the Company at its principal office in Woburn, Massachusetts not later than December 20, 2003 for inclusion in the proxy statement for that meeting.

If a shareholder of the Company wishes to present a proposal before the 2003 Annual Meeting of Shareholders, other than one that will be included in the Company's proxy materials for such meeting and the Company has not received notice of such proposal prior to March 5, 2003, the proxies that the Company solicits for such meeting shall have discretionary authority to vote on such proposal, if the proposal is properly brought before such meeting. If a shareholder notifies the Company prior to March 5, 2003 of its intention to present such a proposal at the 2003 Annual Meeting of Shareholders, the proxies may still exercise discretionary voting authority under circumstances consistent with the proxy rules of the Securities and Exchange Commission.

By Order of the Board of Directors,

Alan J. Bouffard,  
Clerk

April 19, 2002

THE BOARD OF DIRECTORS HOPES THAT SHAREHOLDERS WILL ATTEND THE MEETING. WHETHER OR NOT SHAREHOLDERS PLAN TO ATTEND, SHAREHOLDERS ARE URGED TO COMPLETE, DATE, SIGN AND RETURN THE ENCLOSED PROXY CARD IN THE ACCOMPANYING ENVELOPE. SHAREHOLDERS WHO ATTEND THE MEETING MAY VOTE THEIR SHARES PERSONALLY EVEN THOUGH THEY HAVE SENT IN THEIR PROXY CARDS.

#### SCHEDULE 14A INFORMATION

Proxy Statement Pursuant to Section 14(a) of the  
Securities Exchange Act of 1934  
(Amendment No.   )

Filed by the Registrant ☒

Filed by a Party other than the Registrant ☐

Check the appropriate box:

☐ Preliminary Proxy Statement

☐ Confidential, For Use of the Commission Only (as permitted by Rule 14a-6(e)(2))

☒ Definitive Proxy Statement

☐ Definitive Additional Materials

☐ Soliciting Material Pursuant to 14a-11(c) or 14a-12

BOSTON COMMUNICATIONS GROUP, INC.

(Name of Registrant as Specified in Its Charter)

(Name of Person(s) Filing Proxy Statement if other than the Registrant)

Payment of Filing Fee (Check the appropriate box):

☒ No fee required.

☐ Fee computed on table below per Exchange Act Rules 14a-6(i)(1) and 0-11.

1) Title of each class of securities to which transaction applies:

2) Aggregate number of securities to which transaction applies:

3) Per unit price or other underlying value of transaction computed pursuant to Exchange Act Rule 0-11 (Set forth the amount on which the filing fee is calculated and state how it was determined):

4) Proposed maximum aggregate value of transaction:

5) Total fee paid:

☐ Fee paid previously with preliminary materials.

☐ Check box if any part of the fee is offset as provided by Exchange Act

1) Amount Previously paid:

3) Filing Party:

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# **Exhibit 31**



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## SCHEDULE 14A INFORMATION

### Proxy Statement Pursuant to Section 14(a) of the Securities Exchange Act of 1934 (Amendment No. )

Filed by the Registrant ☒

Filed by a Party other than the Registrant ☐

Check the appropriate box:

- |  |   |
|--|---|
| <input type="checkbox"/> Preliminary Proxy Statement                         | <input type="checkbox"/> Confidential, For Use of the Commission Only<br>(as permitted by Rule 14a-6(e)(2)) |
| <input checked="" type="checkbox"/> Definitive Proxy Statement               |   |
| <input type="checkbox"/> Definitive Additional Materials                     |   |
| <input type="checkbox"/> Soliciting Material Pursuant to 14a-11(c) or 14a-12 |   |

## BOSTON COMMUNICATIONS GROUP, INC.

(Name of Registrant as Specified in Its Charter)

(Name of Person(s) Filing Proxy Statement if other than the Registrant)

Payment of Filing Fee (Check the appropriate box):

- ☒ No fee required.
- ☐ Fee computed on table below per Exchange Act Rules 14a-6(i)(1) and 0-11.

1) Title of each class of securities to which transaction applies:

2) Aggregate number of securities to which transaction applies:

3) Per unit price or other underlying value of transaction computed pursuant to Exchange Act Rule 0-11 (Set forth the

4) Proposed maximum aggregate value of transaction:

5) Total fee paid:

- ☐ Fee paid previously with preliminary materials.
- ☐ Check box if any part of the fee is offset as provided by Exchange Act Rule 0 11(a)(2) and identify the filing for which registration statement number, or the Form or Schedule and the date of its filing.

1) Amount Previously Paid:

2) Form, Schedule or Registration Statement No.:

3) Filing Party:

4) Date Filed:

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**Notice of Annual Meeting of Shareholders  
to be Held On Wednesday, May 26, 2004**

The Annual Meeting of Shareholders of Boston Communications Group, Inc. (the "Company") will be held on Wednesday, May 26, 2004, at the Company, 100 Sylvan Road, Woburn, Massachusetts at 9:00 a.m., local time, to consider and act upon the following matters:

1. To elect James A. Dwyer, Jr., Paul R. Gudonis and Frederick E. von Mering as Class II Directors, to serve for a three-year term.
2. To approve the adoption of the Company's 2004 Stock Incentive Plan.
3. To approve the adoption of the Company's 2004 Employee Stock Purchase Plan.
4. To ratify the selection of Ernst & Young LLP by the Board of Directors as the Company's independent auditors for the current fiscal year.
5. To transact such other business as may properly come before the meeting or any adjournment thereof.

The Board of Directors has no knowledge of any other business to be transacted at the meeting.

Shareholders of record at the close of business on April 14, 2004 will be entitled to notice of and to vote at the meeting or any adjournment thereof. The stock transfer books of the Company will remain open.

By Order of the Board of Directors,

Alan J. Bouffard,  
*Clerk*

Woburn, Massachusetts  
April 20, 2004

**YOUR VOTE IS IMPORTANT REGARDLESS OF THE NUMBER OF SHARES YOU OWN. WHETHER OR NOT YOU EXPECT TO ATTEND THE MEETING, PLEASE COMPLETE, DATE AND SIGN THE ENCLOSED PROXY AND MAIL IT PROMPTLY IN THE ENCLOSED ENVELOPE IN ORDER TO ENSURE REPRESENTATION OF YOUR SHARES. NO POSTAGE NEED BE AFFIXED IF THE PROXY IS MAILED IN THE UNITED STATES.**

**Boston Communications Group, Inc.**  
**100 Sylvan Road**  
**Woburn, Massachusetts 01801**

**Proxy Statement for the Annual Meeting of Shareholders**  
**to be Held on May 26, 2004**

This Proxy Statement is furnished in connection with the solicitation of proxies by the Board of Directors of Boston Communications Group, Inc. (the "Company") for use at the Annual Meeting of Shareholders to be held on May 26, 2004 and at any adjournments of that meeting (the "Annual Meeting"). All proxies will be voted in accordance with the shareholders' instructions, and if no choice is specified, the proxies will be voted in favor of the matters set forth in the accompanying Notice of Meeting. Any proxy may be revoked by a shareholder at any time before its exercise by delivery of written revocation or a subsequently dated proxy to the Clerk of the Company or by voting in person at the Annual Meeting. Attendance at the Annual Meeting will not be deemed to revoke a proxy unless the shareholder gives affirmative notice at the Annual Meeting that the shareholder intends to revoke the proxy and vote in person.

The Company's 2003 Annual Report to Shareholders is being mailed to shareholders concurrently with this Proxy Statement on or about April 20, 2004.

A copy of the Company's Annual Report on Form 10-K for the fiscal year ended December 31, 2003, as filed with the Securities and Exchange Commission, except for exhibits, will be furnished, without charge to any shareholder upon written request to the Company, Boston Communications Group, Inc., 100 Sylvan Road, Woburn, Massachusetts 01801.

**Voting Securities and Votes Required**

At the close of business on April 14, 2004, the record date for the determination of shareholders entitled to notice of and to vote at the Annual Meeting, there were outstanding and entitled to vote an aggregate of 18,318,713 shares of common stock, \$.01 par value per share, of the Company (the "Common Stock"), constituting all of the voting stock of the Company. Holders of Common Stock are entitled to one vote per share.

The presence or representation by proxy of the holders of a majority of the number of shares of Common Stock issued, outstanding and entitled to vote at the Annual Meeting constitutes a quorum for the transaction of business at the Annual Meeting. Shares of Common Stock represented in person or by proxy (including shares which abstain or do not vote with respect to one or more of the matters presented for shareholder approval) will be counted for purposes of determining whether a quorum is present.

The affirmative vote of the holders of a plurality of the shares of Common Stock present or represented and voting at the Annual Meeting is required for the election of directors. The affirmative vote of the holders of a majority of the shares of Common Stock present or represented and voting at the Annual Meeting is required for approval of (i) the adoption of the 2004 Stock Incentive Plan, (ii) the adoption of the 2004 Employee Stock Purchase Plan and (iii) the ratification of the selection of Ernst & Young LLP as the Company's independent auditors for the current fiscal year.

Shares that abstain from voting as to a particular matter, and shares held in "street name" by brokers or nominees who indicate on their proxies that they do not have discretionary authority to vote such shares as to a particular matter, will not be counted as votes in favor of such matter and will also not be counted as votes cast or shares voting on such matter. Accordingly, abstentions and "broker non-votes" will have no effect on the voting on matters, such as the ones presented for shareholder approval at this Annual Meeting, that require the affirmative vote of a certain percentage of the shares voting on the matter.

# Security Ownership of Certain Beneficial Owners and Management

The following table sets forth certain information as of February 29, 2004, with respect to the beneficial ownership of the Company's Common Stock by (i) each person known by the Company to beneficially own more than 5% of the outstanding shares of Common Stock, (ii) each director and each person nominated to become a director of the Company, (iii) each executive officer of the Company named in the Summary Compensation Table set forth under the caption "Executive Compensation" below and (iv) all current directors and executive officers of the Company as a group. On February 29, 2004 there were 18,274,273 shares of Common Stock outstanding.

Beneficial Owner	Number of Shares Beneficially Owned (1)	Percentage of Common Stock Outstanding (2)
Barclays Global Investors (3) 45 Fremont Street San Francisco, CA 94105	1,684,274	9.22%
Goldman Sachs Asset Management (4) 180 Maiden Lane New York, NY 10005	1,025,440	5.61%
Paul J. Tobin (5)	483,499	2.63%
E.Y. Snowden (6)	327,163	1.76%
Frederick von Mering (7)	213,798	1.16%
Brian E. Boyle (8)	156,000	*
William D. Wessman (9)	96,668	*
Karen A. Walker (10)	47,345	*
Jerrold D. Adams (11)	30,500	*
Paul R. Gudonis (12)	52,000	*
Gerald Segel (13)	50,000	*
Gerald S. McGowan (14)	44,000	*
Daniel E. Somers (15)	19,000	*
James A. Dwyer, Jr.	—	*
All current directors and executive officers as a group (16) (12 persons)	1,770,509	9.13%

\* Less than 1%

- (1) Each person has sole investment and voting power with respect to the shares indicated, except as otherwise noted. The number of shares of Common Stock beneficially owned is determined under the rules of the Securities and Exchange Commission and is not necessarily indicative of beneficial ownership for any other purpose. The inclusion herein of any shares of Common Stock deemed beneficially owned does not constitute an admission of beneficial ownership of such shares.
- (2) The number of shares deemed outstanding with respect to a named person includes 18,274,273 shares outstanding as of February 29, 2004 plus any shares subject to options held by the person in question that are currently exercisable or exercisable within 60 days after February 29, 2004.
- (3) This information is based solely upon a Schedule 13G filed by Barclays Global Investors with the Securities and Exchange Commission on February 13, 2004.
- (4) This information is based solely upon a Form 13F dated December 31, 2003.

- (5) Includes 104,168 shares issuable pursuant to stock options. Includes 196,831 shares held by the Paul J. Tobin 1988 Trust, 174,000 shares held by the Margaret M. Tobin 1988 Trust, and 8,500 shares held by the Tobin Children's Trust. Mr. Tobin is the trustee of the Paul J. Tobin 1988 Trust. Mr. Tobin's wife, Margaret M. Tobin, is trustee of the Margaret M. Tobin 1988 Trust.
- (6) Includes 313,568 shares issuable pursuant to stock options. Of these, 123,000 are held in trust for the benefit of Mr. Snowden's children.
- (7) Includes 183,988 shares issuable pursuant to stock options.
- (8) Includes 151,000 shares issuable pursuant to stock options. Also includes 5,000 shares owned by Boyle Family Revocable Trust of which Mr. Boyle is a trustee. Mr. Boyle disclaims beneficial ownership of these shares, except to the extent of his direct pecuniary interest therein.
- (9) Includes 95,468 shares issuable pursuant to stock options.
- (10) Includes 43,833 shares issuable pursuant to stock options.
- (11) Includes 24,500 shares issuable pursuant to stock options.
- (12) Includes 50,000 shares issuable pursuant to stock options.
- (13) Consists of 50,000 shares issuable pursuant to stock options.
- (14) Includes 34,000 shares issuable pursuant to stock options.
- (15) Includes 18,000 shares issuable pursuant to stock options.
- (16) Includes 1,120,026 shares issuable pursuant to stock options.

### **ELECTION OF DIRECTORS**

The Company's Board of Directors is divided into three classes, with members of each class holding office for staggered three-year terms. The Board currently consists of three Class I Directors, whose terms expire at the 2006 Annual Meeting of Shareholders, three Class II Directors, whose terms expire at the 2004 Annual Meeting of Shareholders, and three Class III Directors whose terms expire at the 2005 Annual Meeting of Shareholders (in all cases subject to the election of their successors and to their earlier death, resignation or removal).

The persons named in the enclosed proxy will vote to elect James A. Dwyer, Jr., Paul R. Gudonis and Frederick E. von Mering as Class II Directors to serve for a three-year term expiring at the 2007 Annual Meeting of Shareholders, unless authority to vote for the election of the nominees is withheld by marking the proxy to that effect. All nominations to the Board of Directors are made by the Nominating Committee. The Nominating Committee will consider for nomination to the Board of Directors candidates suggested by the shareholders, provided that such recommendations are delivered to the Company, with an appropriate biographical summary, no later than the deadline for submission of shareholder proposals. Each nominee has indicated his willingness to serve, if elected, but if any nominee should be unable to stand for election, proxies may be voted for a substitute nominee designated by the Nominating Committee.

Set forth below are the name, age and certain other information with respect to each director and nominee for director of the Company. There are no family relationships among any of the directors and executive officers of the Company.

The Board of Directors recommends a vote FOR the election of the nominees.

### **Class I Directors**

Gerald S. McGowan, 57, has served as a Director of the Company since November, 2001. Mr. McGowan is a founding principal of the Washington, D.C. law firm, Lukas, McGowan, Nace & Gutierrez where he practiced law for over 20 years. Mr. McGowan was instrumental in founding several telecommunications companies, including Dial Call, Integrated Northcoast and McLang Cellular. From 1996 to 1997 Mr. McGowan was a member of the Board of Directors of the Overseas Private Investment Corporation. From 1992 to 1994 Mr. McGowan was a member of the Board of Directors of the Cellular Telecommunications Industry Association. From January, 1998 until July, 2001 Mr. McGowan was the United States Ambassador to Portugal. Mr. McGowan received his B.S. and J.D. degrees from Georgetown University. Mr. McGowan is a Director of Portugal Telecom.

## Executive Compensation

The following table sets forth certain compensation information, for the fiscal years indicated, of the Company's Chief Executive Officer during the year ended December 31, 2003 and the four other most highly compensated executive officers in 2003 (collectively, the "Named Executive Officers"):

**SUMMARY COMPENSATION TABLE**

Name and Principal Position	Fiscal Year	Annual Compensation			Long Term Compensation	
		Salary (\$)	Bonus (\$ (1))	Other Annual Compensation (\$ (2))	Securities Underlying Options (3)	All Other Compensation (\$)
Paul J. Tobin Chairman of the Board of Directors	2003	200,042	169,028	—	20,000	128,555(4)
	2002	180,000	20,000	—	22,500	14,386(5)
	2001	163,661	5,000	—	25,000	2,455(6)
Edward H. Snowden President, Chief Executive Officer, Director	2003	336,946	390,497	—	84,000	78,724(7)
	2002	315,000	180,000	—	12,500	8,520(8)
	2001	296,667	49,375	—	15,000	2,500(9)
Frederick E. von Mering Vice President, Corporate Development Director	2003	183,415	141,101	—	14,000	45,075(10)
	2002	176,319	60,000	—	12,000	8,077(11)
	2001	167,208	24,687	—	14,000	2,519(12)
William D. Wessman Executive Vice President, Chief Technology Officer	2003	209,612	160,473	—	33,000	46,734(13)
	2002	200,545	60,000	—	42,500	6,521(14)
	2001	188,867	24,687	—	15,000	2,374(15)
Karen A. Walker Vice President, Chief Financial Officer	2003	209,655	160,495	—	31,000	15,136(16)
	2002	183,366	60,000	—	42,500	4,430(17)
	2001	172,689	24,687	—	15,000	2,550(18)

- (1) Bonuses earned in a fiscal year but which were paid in the subsequent fiscal year are reflected in the year in which they were earned.
- (2) In accordance with the rules of the Securities and Exchange Commission, other compensation in the form of perquisites and other personal benefits has been omitted because such perquisites and other personal benefits constitute less than the lesser of \$50,000 or ten percent of the total salary and bonus reported for the executive officer during such fiscal year.
- (3) The Company did not make any restricted stock awards, grant any stock appreciation rights or make any long-term incentive plan payouts during 2003, 2002 or 2001.
- (4) Includes \$3,034 in insurance premiums paid by the Company, \$3,255 in matching funds paid by the Company to the executive's 401(k) account, and \$122,266 accrued pursuant to the Supplemental Executive Retirement Plan.
- (5) Includes \$2,955 in matching funds paid by the Company to the executive's 401(k) account, and \$11,431 accrued pursuant to the Supplemental Executive Retirement Plan.
- (6) Consists of \$2,455 in matching funds paid by the Company to the executive's 401(k) account.
- (7) Includes \$1,813 in insurance premiums paid by the Company, \$2,913 in matching funds paid by the Company to the executive's 401(k) account, and \$73,998 accrued pursuant to the Supplemental Executive Retirement Plan.
- (8) Includes \$2,578 in matching funds paid by the Company to the executive's 401(k) account, and \$5,942 accrued pursuant to the Supplemental Executive Retirement Plan.
- (9) Consists of \$2,500 in matching funds paid by the Company to the executive's 401(k) account.
- (10) Includes \$1,256 in insurance premiums paid by the Company, \$3,047 in matching funds paid by the Company to the executive's 401(k) account, and \$40,782 accrued pursuant to the Supplemental Executive Retirement Plan.



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- (11) Includes \$2,750 in matching funds paid by the Company to the executive's 401(k) account, and \$5,327 accrued pursuant to the Supplemental Executive Retirement Plan.
  - (12) Consists of \$2,519 in matching funds paid by the Company to the executive's 401(k) account.
  - (13) Includes \$1,396 in insurance premiums paid by the Company, \$2,157 in matching funds paid by the Company to the executive's 401(k) account, and \$43,181 accrued pursuant to the Supplemental Executive Retirement Plan.
  - (14) Includes \$1,849 in matching funds paid by the Company to the executive's 401(k) account, and \$4,672 accrued pursuant to the Supplemental Executive Retirement Plan.
  - (15) Consists of \$2,374 in matching funds paid by the Company to the executive's 401(k) account.
  - (16) Includes \$772 in insurance premiums paid by the Company, \$3,005 in matching funds paid by the Company to the executive's 401(k) account, and \$11,359 accrued pursuant to the Supplemental Executive Retirement Plan.
  - (17) Includes \$2,691 in matching funds paid by the Company to the executive's 401(k) account, and \$1,739 accrued pursuant to the Supplemental Executive Retirement Plan.
  - (18) Consists of \$2,550 in matching funds paid by the Company to the executive's 401(k) account.

## Option Grants

The following table sets forth certain information concerning option grants during the fiscal year ended December 31, 2003 to the Named Executive Officers and the number and value of the unexercised options held by such persons on December 31, 2003.

### OPTION GRANTS IN LAST FISCAL YEAR INDIVIDUAL GRANTS

Name	Number of Securities Underlying Options Granted (1)	% of Total Options Granted to Employees in Fiscal Year	Exercise Price \$/share (2)	Expiration Date	Potential Realizable Value at Assumed Annual Rates of Stock Price Appreciation for Option Term (3)	
					5% (\$)	10% (\$)
Paul J. Tobin	20,000(4)	3.38	11.68	2/4/13	146,910	372,298
Edward H. Snowden	20,000(4)	3.38	11.68	2/4/13	146,910	372,298
	64,000(5)	10.83	13.03	8/26/13	524,448	1,329,054
Frederick E. von Mering	10,000(4)	1.69	11.68	2/4/13	73,455	186,149
	4,000(5)	.68	13.03	8/26/13	32,778	83,066
William D. Wessman	10,000(4)	1.69	11.68	2/4/13	73,455	186,149
	23,000(5)	3.89	13.03	8/26/13	188,473	477,629
Karen A. Walker	10,000(4)	1.69	11.68	2/4/13	73,455	186,149
	21,000(5)	3.55	13.03	8/26/13	172,084	436,096

- (1) No restricted stock or stock appreciation rights were granted in 2003.
- (2) The exercise price is equal to the fair market value of the Company's Common Stock on the date of grant.
- (3) Amounts represent hypothetical gains that could be achieved for the respective options if exercised at the end of the option term. These gains are based on assumed rates of stock appreciation of 5% and 10% compounded annually from the date the respective options were granted to their expiration date. The assumed rates of appreciation are mandated by the rules of the Securities and Exchange Commission and do not represent the Company's estimate or projection of future stock prices. This table does not take into account any appreciation or depreciation in the price of the Common Stock to date. Actual gain, if any, on stock option exercises will depend on future performance of the Common Stock and the date on which the options are exercised. Values shown are net of the option exercise price, but do not include deductions for tax or other expenses associated with the exercise.
- (4) The stock options vested on 2/28/2004.
- (5) The stock options vest in three equal annual installments over a three-year period commencing on the first anniversary of the date of grant.

### Option Exercises and Holdings

The following table sets forth certain information concerning each exercise of stock options during the year ended December 31, 2003 by each of the Named Executive Officers, and the number and value of unexercised options held by each of the Named Executive Officers on December 31, 2003.

#### AGGREGATED OPTION EXERCISES IN LAST FISCAL YEAR AND FISCAL YEAR END OPTION VALUES

Name	Shares Acquired on Exercise	Value Realized (\$) (1)	Number of Securities Underlying Options at Fiscal Year End		Value of Unexercised In-the- Money Options at Fiscal Year End (\$) (2)	
			Exercisable	Unexercisable	Exercisable	Unexercisable
Paul J. Tobin	—	—	77,502	49,998	145,004	38,546
Edward H. Snowden	97,700(3)	842,644	290,235	100,665	642,524	22,388
Frederick E. von Mering	—	—	170,655	29,999	537,107	21,143
William D. Wessman	45,000	418,317	82,135	69,665	223,059	30,388
Karen A. Walker	41,735	312,679	26,700	71,465	27,711	32,915

- (1) Based on the closing sale price of Common Stock on the date of exercise less the option exercise price.
- (2) The per share value of unexercised in the money options is calculated by subtracting the per share option exercise price from the last per share sale price of the Company's Common Stock on the NASDAQ National Market on December 31, 2003 (\$9.29).
- (3) Includes 57,000 shares held in trust for the benefit of Mr. Snowden's children.

### Employment Agreements with Named Executive Officers

On February 10, 1998, the Company entered into an employment letter agreement with E.Y. Snowden, pursuant to which Mr. Snowden was made the President and Chief Executive Officer and a Director of the Company. The agreement provides that Mr. Snowden will be paid an annual base salary and an annual performance-based bonus in amounts determined each year by the Compensation Committee of the Board of Directors. The agreement also provides that if Mr. Snowden's employment is terminated without cause, or if there is a change of control which results in his demotion, diminution in responsibilities, or removal from the Board, then the Company will pay, as severance, his base salary until such time as he is otherwise employed, up to a maximum of twelve months.

**Securities Authorized for Issuance Under Equity Compensation Plans.** The following table provides information about the securities authorized for issuance under the Company's equity compensation plans as of December 31, 2003.

**Equity Compensation Plan Information**

Plan Category	Number of securities to be issued upon exercise of outstanding options, warrants and rights (a)	Weighted-average exercise price of outstanding options, warrants and rights	Number of securities remaining available for future issuance under equity compensation plans (excluding securities reflected in column (a))
Equity compensation plans approved by security holders	2,030,850(1)	\$ 9.2379	303,174(2)
Equity compensation plans not approved by security holders(3)	685,045	\$ 9.2811	202,378
Total	2,715,895(1)	\$ 9.2488	505,552(2)

- (1) Includes 36,638 shares purchased by employees under the Company's 2001 Employee Stock Purchase Plan on February 27, 2004 at a price of \$9.146 per share.
- (2) Includes 52,902 shares available for future issuance under the Company's 2001 Employee Stock Purchase Plan, but excludes (i) 750,000 shares available for issuance under the Company's 2004 Stock Incentive Plan if Proposal No. 2 is approved at the Annual Meeting and (ii) 350,000 shares available for issuance under the Company's 2004 Employee Stock Purchase Plan if Proposal No. 3 is approved at the Annual Meeting. The remaining shares available may only be granted as stock options with an exercise price equal to the fair market value of the Company's stock on the date of grant.
- (3) Historically, there have been four equity compensation plans that were approved by the Board of Directors of the Company but not by the security holders. The remaining shares available may only be granted as stock options with an exercise price equal to the fair market value of the Company's stock on the date of grant. After giving effect to shareholder approval of Proposal No. 2, there will be no shares available for future issuance under the remaining plans.

In February 1998 the Board of Directors granted a non-qualified stock option for the purchase of up to 400,000 shares of the Company's common stock to E.Y. Snowden in order to induce Mr. Snowden to join the Company as Chief Executive Officer. This option was issued at an exercise price of \$7.0625 per share (the fair market value on the date of grant), and vested in five equal annual installments commencing on February 10, 1998. The option is for a term of ten years from the date of grant. As of December 31, 2003 271,500 of these shares remain unexercised.

In June 1999 the Board of Directors approved the grant of non-qualified stock options for the purchase of up to 110,000 shares of common stock (the "1999 Option Plan") in connection with the engagement of Jerrold D. Adams as Acting General Manager of the Company's Systems Division. Mr. Adams completed this engagement in March, 2000. Options have been issued at various times, each at the fair market value on the date of grant. These options were fully vested at the date of grant and are for a term of ten years from the date of grant. As of December 31, 2003 there were outstanding options for 11,000 shares at a weighted average exercise price of \$12.43 per share. Upon approval of the 2004 Stock Incentive Plan, the 1999 Option Plan will be terminated, provided that all outstanding options under the 1999 Option Plan shall continue to be exercisable in accordance with their terms.

In February 2000 the Board of Directors approved a plan reserving 150,000 shares of common stock for issuance upon exercise of non-qualified options. An option for the purchase of these shares was originally granted to Andrew D. Price in order to induce Mr. Price to join the Company as Chief Operating

Officer. The option was issued at an exercise price of \$7.313 per share (the fair market value on the date of grant), and vested in three equal annual installments commencing on February 1, 2001. The option was for a term of ten years from the date of grant. Upon the termination of Mr. Price's employment in November 2001, options for 50,000 shares had vested and were exercised, and the balance was cancelled. Options have been issued to other employees of the Company pursuant to the plan at the fair market value on the date of grant. These options generally vest in three equal annual installments commencing on the first anniversary of the date of grant. As of December 31, 2003 there were outstanding options for 69,998 shares at a weighted average exercise price of \$9.32.

In April 2001 the Board of Directors approved a plan of non-qualified stock options, consisting of 500,000 shares (the "2001 Option Plan"). The plan is a broadly-based plan. Options granted under the plan are for a term of ten years from the date of grant. These options generally vest in three equal annual installments commencing on the first anniversary of the date of grant. Options are issued at the fair market value on the date of grant. As of December 31, 2003 there were outstanding options for 332,547 shares at a weighted average exercise price of \$10.98. Upon approval of the 2004 Stock Incentive Plan, the 2001 Option Plan will be terminated, provided that all outstanding options under the 2001 Option Plan shall continue to be exercisable in accordance with their terms.

In the event of a merger, liquidation or acquisition of the Company, the Board of Directors shall provide that the outstanding options be assumed or that equivalent options be substituted for the outstanding options by the acquiring or succeeding corporation, or, if the acquiring or succeeding corporation does not agree to do so, that all of the unexercised options shall be exercisable in full prior to the merger, liquidation or acquisition or that the optionholders receive a cash payment equal to the difference between the acquisition price and the exercise price.

8. The shares reserved for issuance under all of the foregoing stock options have been registered with the SEC on Forms S-

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### OTHER MATTERS

The Board of Directors does not know of any other matters which may come before the Annual Meeting. However, if any other matters are properly presented to the Annual Meeting, it is the intention of the persons named in the accompanying proxy to vote, or otherwise act, in accordance with their judgment on such matters.

All costs of solicitation of proxies will be borne by the Company. In addition to solicitations by mail, the Company's directors, officers and regular employees, without additional remuneration, may solicit proxies by telephone, telegraph and personal interviews. The Company has retained Georgeson Shareholder to assist with the solicitation of proxies for a fee of \$4,500, plus reimbursement of out-of-pocket expenses. Brokers, custodians and fiduciaries will be requested to forward proxy soliciting material to the owners of shares held in their names, and the Company will reimburse them for out-of-pocket expenses incurred on behalf of the Company.

#### Householding Annual Meeting Materials

Some banks, brokers and other nominee record holders are already "householding" proxy statements and annual reports. This means that only one copy of our proxy statement or annual report may have been sent to multiple shareholders in your household. We will promptly deliver a separate copy of either document to you if you call or write us at the following address or phone number: Boston Communications Group, Inc. 100 Sylvan Road, Woburn, Massachusetts 01801, 781-904-5219. If you want to receive separate copies of the annual report and proxy statement in the future, or if you are receiving multiple copies and would like to receive only one copy for your household, you should contact your bank, broker, or other nominee record holder, or you may contact us at the above address and phone number.

#### Shareholder Proposals for 2005 Annual Meeting of Shareholders

Proposals of shareholders intended to be presented at the 2005 Annual Meeting of Shareholders must be received by the Company at its principal office in Woburn, Massachusetts not later than December 22, 2004 for inclusion in the proxy statement for that meeting.

If a shareholder of the Company wishes to present a proposal before the 2005 Annual Meeting of Shareholders and the Company has not received notice of such matter prior to December 22, 2004, the Company shall have discretionary authority to vote on such matter, if the Company includes a specific statement in the proxy statement or form of proxy, to the effect that it has not received such notice in a timely fashion.

By Order of the Board of Directors,

Alan J. Bouffard,  
*Clerk*

April 20, 2004

**THE BOARD OF DIRECTORS HOPES THAT SHAREHOLDERS WILL ATTEND THE MEETING. WHETHER OR NOT SHAREHOLDERS PLAN TO ATTEND, SHAREHOLDERS ARE URGED TO COMPLETE, DATE, SIGN AND RETURN THE ENCLOSED PROXY IN THE ACCOMPANYING ENVELOPE. SHAREHOLDERS WHO ATTEND THE MEETING MAY VOTE THEIR SHARES PERSONALLY EVEN THOUGH THEY HAVE SENT IN THEIR PROXIES.**



# **Exhibit 32**

DEF 14A 1 ddef14a.htm DEFINITIVE PROXY STATEMENT

**SCHEDULE 14A INFORMATION****Proxy Statement Pursuant to Section 14(a) of the  
Securities Exchange Act of 1934  
(Amendment No. \_\_)**Filed by the Registrant ☒Filed by a Party other than the Registrant ☐

Check the appropriate box:

☐ Preliminary Proxy Statement☒ Definitive Proxy Statement☐ Definitive Additional Materials☐ Soliciting Material Pursuant to 14a-11(c) or 14a-12☐ Confidential, For Use of the Commission Only  
(as permitted by Rule 14a-6(e)(2))**BOSTON COMMUNICATIONS GROUP, INC.**

(Name of Registrant as Specified in Its Charter)

(Name of Person(s) Filing Proxy Statement if other than the Registrant)

Payment of Filing Fee (Check the appropriate box):

☒ No fee required.☐ Fee computed on table below per Exchange Act Rules 14a-6(i)(1) and 0-11.

1) Title of each class of securities to which transaction applies:

2) Aggregate number of securities to which transaction applies:

3) Per unit price or other underlying value of transaction computed pursuant to Exchange Act Rule 0-11 (Set forth the amount on which the filing fee is calculated and state how it was determined):

4) Proposed maximum aggregate value of transaction:

5) Total fee paid:

☐ Fee paid previously with preliminary materials.☐ Check box if any part of the fee is offset as provided by Exchange Act Rule 0 11(a)(2) and identify the filing for which the offsetting fee was paid previously. Identify the previous filing by registration statement number, or the Form or Schedule and the date of its filing.

1) Amount Previously Paid:

2) Form, Schedule or Registration Statement No.:

3) Filing Party:

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4) Date Filed:

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**Notice of Annual Meeting of Shareholders  
to be Held On Wednesday, June 8, 2005**

The Annual Meeting of Shareholders of Boston Communications Group, Inc. (the "Company") will be held on Wednesday, June 8, 2005, at the Company, 55 Middlesex Turnpike, Bedford, Massachusetts at 9:00 a.m., local time, to consider and act upon the following matters:

1. To elect Paul J. Tobin, E.Y. Snowden and Brian E. Boyle as Class III Directors, to serve for a three-year term.
2. To approve the adoption of the Company's 2005 Stock Incentive Plan.
3. To ratify the selection of Ernst & Young LLP by the Board of Directors as the Company's registered public accounting firm for the current fiscal year.
4. To transact such other business as may properly come before the meeting or any adjournment thereof.

The Board of Directors has no knowledge of any other business to be transacted at the meeting.

Shareholders of record at the close of business on April 15, 2005 will be entitled to notice of and to vote at the meeting or any adjournment thereof. The stock transfer books of the Company will remain open.

By Order of the Board of Directors,

Alan J. Bouffard,  
*Secretary*

Bedford, Massachusetts  
April 25, 2005

**YOUR VOTE IS IMPORTANT REGARDLESS OF THE NUMBER OF SHARES YOU OWN. WHETHER OR NOT YOU EXPECT TO ATTEND THE MEETING, PLEASE COMPLETE, DATE AND SIGN THE ENCLOSED PROXY AND MAIL IT PROMPTLY IN THE ENCLOSED ENVELOPE IN ORDER TO ENSURE REPRESENTATION OF YOUR SHARES. NO POSTAGE NEED BE AFFIXED IF THE PROXY IS MAILED IN THE UNITED STATES.**

**Boston Communications Group, Inc.**  
55 Middlesex Turnpike  
Bedford, Massachusetts 01730

**Proxy Statement for the Annual Meeting of Shareholders  
to be Held on June 8, 2005**

This Proxy Statement is furnished in connection with the solicitation of proxies by the Board of Directors of Boston Communications Group, Inc. (the "Company") for use at the Annual Meeting of Shareholders to be held on June 8, 2005 and at any adjournments of that meeting (the "Annual Meeting"). All proxies will be voted in accordance with the shareholders' instructions, and if no choice is specified, the proxies will be voted in favor of the matters set forth in the accompanying Notice of Meeting. Any proxy may be revoked by a shareholder at any time before its exercise by delivery of written revocation or a subsequently dated proxy to the Secretary of the Company or by voting in person at the Annual Meeting. Attendance at the Annual Meeting will not be deemed to revoke a proxy unless the shareholder gives affirmative notice at the Annual Meeting that the shareholder intends to revoke the proxy and vote in person.

The Company's 2004 Annual Report to Shareholders is being mailed to shareholders concurrently with this Proxy Statement on or about April 25, 2005.

A copy of the Company's Annual Report on Form 10-K for the fiscal year ended December 31, 2004, as filed with the Securities and Exchange Commission, except for exhibits, will be furnished, without charge to any shareholder upon written request to the Company, Boston Communications Group, Inc., 55 Middlesex Turnpike, Bedford, Massachusetts 01730.

**Voting Securities and Votes Required**

At the close of business on April 15, 2005, the record date for the determination of shareholders entitled to notice of and to vote at the Annual Meeting, there were outstanding and entitled to vote an aggregate of 17,639,384 shares of common stock, \$.01 par value per share, of the Company (the "Common Stock"), constituting all of the voting stock of the Company. Holders of Common Stock are entitled to one vote per share.

The presence or representation by proxy of the holders of a majority of the number of shares of Common Stock issued, outstanding and entitled to vote at the Annual Meeting constitutes a quorum for the transaction of business at the Annual Meeting. Shares of Common Stock represented in person or by proxy (including shares which abstain or do not vote with respect to one or more of the matters presented for shareholder approval) will be counted for purposes of determining whether a quorum is present.

The affirmative vote of the holders of a plurality of the shares of Common Stock present or represented and voting at the Annual Meeting is required for the election of directors. The affirmative vote of the holders of a majority of the shares of Common Stock present or represented and voting at the Annual Meeting is required for approval of (i) the adoption of the 2005 Stock Incentive Plan and (ii) the ratification of the selection of Ernst & Young LLP as the Company's registered public accounting firm for the current fiscal year.

Shares that abstain from voting as to a particular matter, and shares held in "street name" by brokers or nominees who indicate on their proxies that they do not have discretionary authority to vote such shares as to a particular matter, will not be counted as votes in favor of such matter and will also not be counted as votes cast or shares voting on such matter. Accordingly, abstentions and "broker non-votes" will have no effect on the voting on matters, such as the ones presented for shareholder approval at this Annual Meeting, that require the affirmative vote of a certain percentage of the shares voting on the matter.

## Security Ownership of Certain Beneficial Owners and Management

The following table sets forth certain information as of February 28, 2005, with respect to the beneficial ownership of the Company's Common Stock by (i) each person known by the Company to beneficially own more than 5% of the outstanding shares of Common Stock, (ii) each director and each person nominated to become a director of the Company, (iii) each executive officer of the Company named in the Summary Compensation Table set forth under the caption "Executive Compensation" below and (iv) all current directors and executive officers of the Company as a group. On February 28, 2005 there were 17,583,326 shares of Common Stock outstanding. Unless otherwise indicated, the address of each of the stockholders identified below is Boston Communications Group, Inc., 55 Middlesex Turnpike, Bedford, MA 01730.

Beneficial Owner	Number of Shares Beneficially Owned (1)	Percentage of Common Stock Outstanding (2)
Barclays Global Investors (3) 45 Fremont Street San Francisco, CA 94105	1,829,205	10.40%
Putnam Investment Management, Inc (4). One Post Office Square Boston, MA 02109-2137	1,490,798	8.48%
Artisan Partners (5) 875 Wisconsin Ave, Suite 800 Milwaukee, WI 53202-3197	1,341,600	7.63%
Greenlight Capital Management (6) 420 Lexington Avenue, Suite 1740 New York, NY 10170-0804	1,137,800	6.47%
Paul J. Tobin	461,998(7)	2.61%
E.Y. Snowden	467,616(8)	2.59%
Fritz E. von Mering	267,511(9)	1.50%
William D. Wessman	180,167(10)	1.01%
Brian E. Boyle	172,000(11)	*
Karen A. Walker	135,772(12)	*
James A. Dwyer, Jr.	27,000(13)	*
Paul R. Gudonis	68,000(14)	*
Gerald Segel	66,000(15)	*
Gerald S. McGowan	65,000(16)	*
Daniel E. Somers	45,000(17)	*
All current directors and executive officers as a group (11 persons)	1,956,064(18)	10.22%

\* Less than 1%

(1) Each person has sole investment and voting power with respect to the shares indicated, except as otherwise noted. The number of shares of Common Stock beneficially owned is determined under the rules of the Securities and Exchange Commission and is not necessarily indicative of beneficial ownership for any other purpose. The inclusion herein of any shares of Common Stock deemed beneficially owned does not constitute an admission of beneficial ownership of such shares.



- (2) The number of shares deemed outstanding with respect to a named person includes 17,583,326 shares outstanding as of February 28, 2005 plus any shares subject to options held by the person in question that are currently exercisable or exercisable within 60 days after February 28, 2005.
- (3) This information is based solely upon a Schedule 13G filed by Barclays Global Investors with the Securities and Exchange Commission on February 14, 2005.
- (4) This information is based solely upon a Schedule 13G filed by Putnam Investment Management, Inc. with the Securities and Exchange Commission on February 7, 2005.
- (5) This information is based solely upon a Schedule 13G filed by Artisan Partners with the Securities and Exchange Commission on January 26, 2005.
- (6) This information is based solely upon a Schedule 13G filed by Greenlight Capital Management with the Securities and Exchange Commission on February 14, 2005.
- (7) Includes 146,667 shares issuable pursuant to stock options. Includes 180,831 shares held by the Paul J. Tobin 1988 Trust, 124,000 shares held by the Margaret M. Tobin 1988 Trust, and 10,500 shares held by the Tobin Children's Trust. Mr. Tobin is the trustee of the Paul J. Tobin 1988 Trust. Mr. Tobin's wife, Margaret M. Tobin, is trustee of the Margaret M. Tobin 1988 Trust.
- (8) Includes 456,067 shares issuable pursuant to stock options. Of these, 123,000 are held in trust for the benefit of Mr. Snowden's children.
- (9) Includes 216,988 shares issuable pursuant to stock options.
- (10) Includes 178,967 shares issuable pursuant to stock options.
- (11) Includes 167,000 shares issuable pursuant to stock options. Also includes 5,000 shares owned by Boyle Family Revocable Trust of which Mr. Boyle is a trustee. Mr. Boyle disclaims beneficial ownership of these shares, except to the extent of his direct pecuniary interest therein.
- (12) Includes 129,332 shares issuable pursuant to stock options.
- (13) Consists of 27,000 shares issuable pursuant to stock options.
- (14) Includes 66,000 shares issuable pursuant to stock options.
- (15) Consists of 66,000 shares issuable pursuant to stock options.
- (16) Includes 55,000 shares issuable pursuant to stock options.
- (17) Consists of 44,000 shares issuable pursuant to stock options.
- (18) Includes 1,553,021 shares issuable pursuant to stock options.

#### **ELECTION OF DIRECTORS**

The Company's Board of Directors is divided into three classes. One class is elected each year and members of each class hold office for three-year terms. The Board currently consists of three Class I Directors, whose terms expire at the 2006 Annual Meeting of Shareholders, three Class II Directors, whose terms expire at the 2007 Annual Meeting of Shareholders, and three Class III Directors whose terms expire at the 2005 Annual Meeting of Shareholders (in all cases subject to the election of their successors and to their earlier death, resignation or removal).

The persons named in the enclosed proxy will vote to elect Brian E. Boyle, Edward H. ("E.Y.") Snowden and Paul J. Tobin as Class III Directors to serve for a three-year term expiring at the 2008 Annual Meeting of Shareholders, unless authority to vote for the election of the nominees is withheld by marking the proxy to that effect. All nominations to the Board of Directors are made by the Nominating Committee. The Nominating Committee will consider for nomination to the Board of Directors candidates suggested by the shareholders, provided that such recommendations are delivered to the Company, with an appropriate biographical summary, no later than the deadline for submission of shareholder proposals. Each nominee has indicated his willingness to serve, if elected, but if any nominee should be unable to stand for election, proxies may be voted for a substitute nominee designated by the Nominating Committee.

Set forth below are the name, age and certain other information with respect to each director and nominee for director of the Company. There are no family relationships among any of the directors and executive officers of the Company.

## Executive Compensation

The following table sets forth certain compensation information, for the fiscal years indicated, of the Company's Chief Executive Officer during the year ended December 31, 2004 and the four other most highly compensated executive officers in 2004 (collectively, the "Named Executive Officers"):

**SUMMARY COMPENSATION TABLE**

Name and Principal Position	Fiscal Year	Annual Compensation			Long-Term Compensation	
		Salary (\$)	Bonus (\$ (1))	Other Annual Compensation (\$ (2))	Securities Underlying Options (3)	All Other Compensation (\$)
Paul J. Tobin Chairman of the Board of Directors	2004	205,025	93,127	—	20,000	105,602(4)
	2003	200,042	169,028	—	20,000	128,555(5)
	2002	180,000	20,000	—	22,500	14,386(6)
E.Y. Snowden President, Chief Executive Officer, Director	2004	350,036	224,282	—	66,000	110,051(7)
	2003	336,946	390,497	—	84,000	78,724(8)
	2002	315,000	180,000	—	12,500	8,520(9)
Fritz E. von Mering Vice President, Corporate Development Director	2004	190,510	77,584	—	17,000	66,546(10)
	2003	183,415	141,101	—	14,000	45,075(11)
	2002	176,319	60,000	—	12,000	8,077(12)
William D. Wessman Executive Vice President, Chief Technology Officer	2004	219,117	89,461	—	28,000	78,097(13)
	2003	209,612	160,473	—	33,000	46,734(14)
	2002	200,545	60,000	—	42,500	6,521(15)
Karen A. Walker Vice President, Chief Financial Officer	2004	219,139	95,512	—	32,000	32,824(16)
	2003	209,655	160,495	—	31,000	15,136(17)
	2002	183,366	60,000	—	42,500	4,430(18)

- (1) Bonuses earned in a fiscal year but which were paid in the subsequent fiscal year are reflected in the year in which they were earned.
- (2) In accordance with the rules of the Securities and Exchange Commission, other compensation in the form of perquisites and other personal benefits has been omitted because such perquisites and other personal benefits constitute less than the lesser of \$50,000 or ten percent of the total salary and bonus reported for the executive officer during such fiscal year.
- (3) The Company did not make any restricted stock awards, grant any stock appreciation rights or make any long-term incentive plan payouts during 2004, 2003 or 2002.
- (4) Includes \$2,097 in insurance premiums paid by the Company, \$2,902 in matching funds paid by the Company to the executive's 401(k) account, \$5,223 in financial planning expenses paid by the Company and \$95,379 accrued (net of tax) pursuant to the Supplemental Executive Retirement Plan.
- (5) Includes \$3,034 in insurance premiums paid by the Company, \$3,255 in matching funds paid by the Company to the executive's 401(k) account, and \$122,266 accrued (net of tax) pursuant to the Supplemental Executive Retirement Plan.
- (6) Includes \$2,955 in matching funds paid by the Company to the executive's 401(k) account and \$11,431 accrued (net of tax) pursuant to the Supplemental Executive Retirement Plan.
- (7) Includes \$3,204 in insurance premiums paid by the Company, \$3,247 in matching funds paid by the Company to the executive's 401(k) account, \$6,135 in financial planning expenses paid by the Company and \$97,465 accrued (net of tax) pursuant to the Supplemental Executive Retirement Plan.
- (8) Includes \$1,813 in insurance premiums paid by the Company, \$2,913 in matching funds paid by the Company to the executive's 401(k) account, and \$73,998 accrued (net of tax) pursuant to the Supplemental Executive Retirement Plan.

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- (9) Includes \$2,578 in matching funds paid by the Company to the executive's 401(k) account, and \$5,942 accrued (net of tax) pursuant to the Supplemental Executive Retirement Plan.
  - (10) Includes \$1,621 in insurance premiums paid by the Company, \$2,859 in matching funds paid by the Company to the executive's 401(k) account, and \$62,066 accrued (net of tax) pursuant to the Supplemental Executive Retirement Plan.
  - (11) Includes \$1,256 in insurance premiums paid by the Company, \$3,047 in matching funds paid by the Company to the executive's 401(k) account, and \$40,782 accrued (net of tax) pursuant to the Supplemental Executive Retirement Plan.
  - (12) Includes \$2,750 in matching funds paid by the Company to the executive's 401(k) account, and \$5,327 accrued (net of tax) pursuant to the Supplemental Executive Retirement Plan.
  - (13) Includes \$1,795 in insurance premiums paid by the Company, \$2,430 in matching funds paid by the Company to the executive's 401(k) account, and \$73,872 accrued (net of tax) pursuant to the Supplemental Executive Retirement Plan.
  - (14) Includes \$1,396 in insurance premiums paid by the Company, \$2,157 in matching funds paid by the Company to the executive's 401(k) account, and \$43,181 accrued (net of tax) pursuant to the Supplemental Executive Retirement Plan.
  - (15) Includes \$1,849 in matching funds paid by the Company to the executive's 401(k) account, and \$4,672 accrued (net of tax) pursuant to the Supplemental Executive Retirement Plan.
  - (16) Includes \$2,463 in insurance premiums paid by the Company, \$1,935 in matching funds paid by the Company to the executive's 401(k) account, and \$28,426 accrued (net of tax) pursuant to the Supplemental Executive Retirement Plan.
  - (17) Includes \$772 in insurance premiums paid by the Company, \$3,005 in matching funds paid by the Company to the executive's 401(k) account, and \$11,359 accrued (net of tax) pursuant to the Supplemental Executive Retirement Plan.
  - (18) Includes \$2,691 in matching funds paid by the Company to the executive's 401(k) account, and \$1,739 accrued (net of tax) pursuant to the Supplemental Executive Retirement Plan.

**Option Grants**

The following table sets forth certain information concerning option grants during the fiscal year ended December 31, 2004 to the Named Executive Officers and the number and value of the unexercised options held by such persons on December 31, 2004.

**OPTION GRANTS IN LAST FISCAL YEAR  
INDIVIDUAL GRANTS**

Name	Number of Securities Underlying Options Granted (1)	% of Total Options Granted to Employees in Fiscal Year	Exercise Price \$/share (2)	Expiration Date	Potential Realizable Value at Assumed Annual Rates of Stock Price Appreciation for Option Term (3)	
					5% (\$)	10% (\$)
Paul J. Tobin	10,000	1.59	12.16	1/23/14	68,655	181,349
	10,000	1.59	10.68	6/2/14	67,166	170,212
E.Y. Snowden	33,000	5.24	12.16	1/23/14	226,561	598,452
	33,000	5.24	10.68	6/2/14	221,648	561,699
Fritz E. von Mering	8,500	1.35	12.16	1/23/14	58,357	154,147
	8,500	1.35	10.68	6/2/14	57,091	144,680
William D. Wessman	14,000	2.23	12.16	1/23/14	96,117	253,889
	14,000	2.23	10.68	6/2/14	94,032	238,296
Karen A. Walker	16,000	2.54	12.16	1/23/14	109,848	290,159
	16,000	2.54	10.68	6/2/14	107,466	272,339

- (1) No restricted stock or stock appreciation rights were granted in 2004. In March 2005, all of these options vested in full as a result of the Company's acceleration of the vesting of all stock options with an exercise price greater than \$7.75.
- (2) The exercise price is equal to the fair market value of the Company's Common Stock on the date of grant.
- (3) Amounts represent hypothetical gains that could be achieved for the respective options if exercised at the end of the option term. These gains are based on assumed rates of stock appreciation of 5% and 10% compounded annually from the date the respective options were granted to their expiration date. The assumed rates of appreciation are mandated by the rules of the Securities and Exchange Commission and do not represent the Company's estimate or projection of future stock prices. This table does not take into account any appreciation or depreciation in the price of the Common Stock to date. Actual gain, if any, on stock option exercises will depend on future performance of the Common Stock and the date on which the options are exercised. Values shown are net of the option exercise price, but do not include deductions for tax or other expenses associated with the exercise.

## Option Exercises and Holdings

The following table sets forth certain information concerning each exercise of stock options during the year ended December 31, 2004 by each of the Named Executive Officers, and the number and value of unexercised options held by each of the Named Executive Officers on December 31, 2004.

### AGGREGATED OPTION EXERCISES IN LAST FISCAL YEAR AND FISCAL YEAR END OPTION VALUES

Name	Shares Acquired on Exercise	Value Realized (\$)	Number of Securities Underlying Options at Fiscal Year End		Value of Unexercised In-the-Money Options at Fiscal Year End (\$) (1)	
			Exercisable	Unexercisable	Exercisable	Unexercisable
Paul J. Tobin	—	—	106,667	40,833	165,084	14,091
E.Y. Snowden	—	—	337,401	119,499	641,626	7,941
Fritz E. von Mering	—	—	187,322	30,332	541,836	7,582
William D. Wessman	—	—	105,634	64,166	226,791	11,441
Karen A. Walker	—	—	63,332	66,833	46,161	11,441

- (1) The per share value of unexercised in the money options is calculated by subtracting the per share option exercise price from the last per share sale price of the Company's Common Stock on the NASDAQ National Market on December 31, 2004 (\$9.24).

## Employment Agreements with Named Executive Officers

On February 10, 1998, the Company entered into an employment letter agreement with E.Y. Snowden, pursuant to which Mr. Snowden was made the President and Chief Executive Officer and a director of the Company. The agreement provides that Mr. Snowden will be paid an annual base salary and an annual performance-based bonus in amounts determined each year by the Compensation Committee of the Board of Directors. The agreement also provides that (i) if Mr. Snowden's employment is terminated without cause, as defined in the employment agreement, then the Company will pay, as severance, his base salary until such time as he is otherwise employed, up to a maximum of twelve months, and (ii) all of Mr. Snowden's unvested options shall vest upon a change in control of the Company. In addition, as a result of an April 2005 amendment to this employment agreement, in the event that, within the 24-month period following a change of control of the Company, Mr. Snowden's employment is terminated by the Company without cause or by Mr. Snowden for good reason, as defined in the agreement, as amended, then (i) the Company will pay, as severance, in exchange for a release of claims in favor of the Company, Mr. Snowden's base salary for thirty months, (ii) Mr. Snowden will receive benefit continuation for thirty months and payment of his prorated target bonus, and (iii) all of Mr. Snowden's unvested options shall vest upon such date of employment termination.

In April 2005, the Company entered into change of control agreements with Paul J. Tobin, Fritz E. von Mering, Karen A. Walker and William D. Wessman. Each agreement provides that if, within the 24-month period following a change of control of the Company, the employment of one of the aforementioned individuals is terminated by the Company without cause or by the individual for good reason, as such terms are defined in the change of control agreement, then, in exchange for a release of claims in favor of the Company, (i) the Company will pay, as severance, such individual's base salary for twenty-four months, (ii) such individual will receive benefit continuation for twenty-four months and payment of his or her prorated target bonus, and (iii) all of such individual's unvested options shall vest upon the date of employment termination.



## Option Exercises and Holdings

The following table sets forth certain information concerning each exercise of stock options during the year ended December 31, 2004 by each of the Named Executive Officers, and the number and value of unexercised options held by each of the Named Executive Officers on December 31, 2004.

### AGGREGATED OPTION EXERCISES IN LAST FISCAL YEAR AND FISCAL YEAR END OPTION VALUES

Name	Shares Acquired on Exercise	Value Realized (\$)	Number of Securities Underlying Options at Fiscal Year End		Value of Unexercised In-the-Money Options at Fiscal Year End (\$) (1)	
			Exercisable	Unexercisable	Exercisable	Unexercisable
Paul J. Tobin	—	—	106,667	40,833	165,084	14,091
E.Y. Snowden	—	—	337,401	119,499	641,626	7,941
Fritz E. von Mering	—	—	187,322	30,332	541,836	7,582
William D. Wessman	—	—	105,634	64,166	226,791	11,441
Karen A. Walker	—	—	63,332	66,833	46,161	11,441

- (1) The per share value of unexercised in the money options is calculated by subtracting the per share option exercise price from the last per share sale price of the Company's Common Stock on the NASDAQ National Market on December 31, 2004 (\$9.24).

## Employment Agreements with Named Executive Officers

On February 10, 1998, the Company entered into an employment letter agreement with E.Y. Snowden, pursuant to which Mr. Snowden was made the President and Chief Executive Officer and a director of the Company. The agreement provides that Mr. Snowden will be paid an annual base salary and an annual performance-based bonus in amounts determined each year by the Compensation Committee of the Board of Directors. The agreement also provides that (i) if Mr. Snowden's employment is terminated without cause, as defined in the employment agreement, then the Company will pay, as severance, his base salary until such time as he is otherwise employed, up to a maximum of twelve months, and (ii) all of Mr. Snowden's unvested options shall vest upon a change in control of the Company. In addition, as a result of an April 2005 amendment to this employment agreement, in the event that, within the 24-month period following a change of control of the Company, Mr. Snowden's employment is terminated by the Company without cause or by Mr. Snowden for good reason, as defined in the agreement, as amended, then (i) the Company will pay, as severance, in exchange for a release of claims in favor of the Company, Mr. Snowden's base salary for thirty months, (ii) Mr. Snowden will receive benefit continuation for thirty months and payment of his prorated target bonus, and (iii) all of Mr. Snowden's unvested options shall vest upon such date of employment termination.

In April 2005, the Company entered into change of control agreements with Paul J. Tobin, Fritz E. von Mering, Karen A. Walker and William D. Wessman. Each agreement provides that if, within the 24-month period following a change of control of the Company, the employment of one of the aforementioned individuals is terminated by the Company without cause or by the individual for good reason, as such terms are defined in the change of control agreement, then, in exchange for a release of claims in favor of the Company, (i) the Company will pay, as severance, such individual's base salary for twenty-four months, (ii) such individual will receive benefit continuation for twenty-four months and payment of his or her prorated target bonus, and (iii) all of such individual's unvested options shall vest upon the date of employment termination.



## Securities Authorized for Issuance Under Equity Compensation Plans

The following table provides information about the securities authorized for issuance under the Company's equity compensation plans as of December 31, 2004.

### Equity Compensation Plan Information

Plan Category	Number of securities to be issued upon exercise of outstanding options, warrants and rights (a)	Weighted-average exercise price of outstanding options, warrants and rights	Number of securities remaining available for future issuance under equity compensation plans (excluding securities reflected in column (a))
Equity compensation plans approved by security holders	2,498,900(1)	\$ 9.49	770,890(2)
Equity compensation plans not approved by security holders			
(3)	682,268	\$ 9.31	0
Total	3,181,528(1)	\$ 9.45	770,890(2)

- (1) Includes 55,249 shares purchased by employees under the Company's 2004 Employee Stock Purchase Plan on February 28, 2005 at a price of \$6.41 per share.
- (2) Includes 302,102 shares available for future issuance under the Company's 2004 Employee Stock Purchase Plan, but excludes 1,931,212 shares available for issuance under the Company's 2005 Stock Incentive Plan if Proposal No. 2 is approved at the Annual Meeting.
- (3) Historically, there have been four equity compensation plans that were approved by the Board of Directors of the Company but not by the security holders.

In February 1998 the Board of Directors granted a non-qualified stock option for the purchase of up to 400,000 shares of the Company's common stock to E.Y. Snowden in order to induce Mr. Snowden to join the Company as Chief Executive Officer. This option was issued at an exercise price of \$7.0625 per share (the fair market value on the date of grant), and vested in five equal annual installments commencing on February 10, 1998. The option is for a term of ten years from the date of grant. As of December 31, 2004 271,500 of these shares remain unexercised.

In June 1999 the Board of Directors approved the grant of non-qualified stock options for the purchase of up to 110,000 shares of common stock (the "1999 Option Plan") in connection with the engagement of Jerrold D. Adams as Acting General Manager of the Company's Systems Division. Mr. Adams completed this engagement in March of 2000. Options have been issued at various times, each at the fair market value on the date of grant. These options were fully vested at the date of grant and are for a term of ten years from the date of grant. The 1999 Option Plan was terminated upon approval of the 2004 Stock Incentive Plan, except that all outstanding options continue to be exercisable in accordance with their terms. As of December 31, 2004 there were outstanding options for 16,000 shares at a weighted average exercise price of \$12.34 per share.

In February 2000 the Board of Directors approved a plan reserving 150,000 shares of common stock for issuance upon exercise of non-qualified options. An option for the purchase of these shares was originally granted to Andrew D. Price in order to induce Mr. Price to join the Company as Chief Operating Officer. The option was issued at an exercise price of \$7.313 per share (the fair market value on the date of grant), and vested in three equal annual installments commencing on February 1, 2001. The option was for a term of ten years from the date of grant. Upon the termination of Mr. Price's employment in November 2001, options for 50,000 shares had vested and were exercised, and the balance was cancelled. Options have been issued to other employees of the Company pursuant to the plan at the fair market value on the date of

grant. These options generally vest in three equal annual installments commencing on the first anniversary of the date of grant. As of December 31, 2004 there were outstanding options for 66,665 shares at a weighted average exercise price of \$9.47.

In April 2001 the Board of Directors approved a plan of non-qualified stock options, consisting of 500,000 shares (the "2001 Option Plan"). Options granted under the plan are for a term of ten years from the date of grant. These options generally vest in three equal annual installments commencing on the first anniversary of the date of grant. Options are issued at the fair market value on the date of grant. The 2001 Stock Option Plan was terminated upon approval of the 2004 Stock Incentive Plan, except that all outstanding options continue to be exercisable in accordance with their terms. As of December 31, 2004 there were outstanding options for 328,463 shares at a weighted average exercise price of \$10.98.

In the event of a merger, liquidation or acquisition of the Company, the Board of Directors shall provide that the outstanding options be assumed or that equivalent options be substituted for the outstanding options by the acquiring or succeeding corporation, or, if the acquiring or succeeding corporation does not agree to do so, that all of the unexercised options shall be exercisable in full prior to the merger, liquidation or acquisition or that the option holders receive a cash payment equal to the difference between the acquisition price and the exercise price.

The shares reserved for issuance under all of the foregoing stock options have been registered with the SEC on Forms S-8.

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## OTHER MATTERS

The Board of Directors does not know of any other matters which may come before the Annual Meeting. However, if any other matters are properly presented to the Annual Meeting, it is the intention of the persons named in the accompanying proxy to vote, or otherwise act, in accordance with their judgment on such matters.

All costs of solicitation of proxies will be borne by the Company. In addition to solicitations by mail, the Company's directors, officers and regular employees, without additional remuneration, may solicit proxies by telephone, telegraph and personal interviews. The Company has retained Georgeson Shareholder to assist with the solicitation of proxies for a fee of \$5,000, plus reimbursement of out-of-pocket expenses. Brokers, custodians and fiduciaries will be requested to forward proxy soliciting material to the owners of shares held in their names, and the Company will reimburse them for out-of-pocket expenses incurred on behalf of the Company.

### Householding Annual Meeting Materials

Some banks, brokers and other nominee record holders may be participating in the practice of "householding" proxy statements and annual reports. This means that only one copy of our proxy statement or annual report may have been sent to multiple shareholders in your household. We will promptly deliver a separate copy of either document to you if you call or write us at the following address or phone number: Boston Communications Group, Inc. 55 Middlesex Turnpike, Bedford, Massachusetts 01730, 781-904-5000. If you want to receive separate copies of the annual report and proxy statement in the future, or if you are receiving multiple copies and would like to receive only one copy for your household, you should contact your bank, broker, or other nominee record holder, or you may contact us at the above address and phone number.

### Shareholder Proposals for 2006 Annual Meeting of Shareholders

Proposals of shareholders intended to be presented at the 2006 Annual Meeting of Shareholders must be received by the Company at its principal office in Bedford, Massachusetts not later than December 22, 2005 for inclusion in the proxy statement for that meeting.

If a shareholder of the Company wishes to present a proposal before the 2006 Annual Meeting of Shareholders and the Company has not received notice of such matter prior to December 22, 2005, the Company shall have discretionary authority to vote on such matter, if the Company includes a specific statement in the proxy statement or form of proxy, to the effect that it has not received such notice in a timely fashion.

By Order of the Board of Directors,

Alan J. Bouffard,  
*Secretary*

April 25, 2005

**THE BOARD OF DIRECTORS HOPES THAT SHAREHOLDERS WILL ATTEND THE MEETING. WHETHER OR NOT SHAREHOLDERS PLAN TO ATTEND, SHAREHOLDERS ARE URGED TO COMPLETE, DATE, SIGN AND RETURN THE ENCLOSED PROXY IN THE ACCOMPANYING ENVELOPE. SHAREHOLDERS WHO ATTEND THE MEETING MAY VOTE THEIR SHARES PERSONALLY EVEN THOUGH THEY HAVE SENT IN THEIR PROXIES.**

# **Exhibit 33**

**UNITED STATES DISTRICT COURT  
DISTRICT OF MASSACHUSETTS**

\_\_\_\_\_  
FREEDOM WIRELESS, INC., )

Plaintiff )

v. )

BOSTON COMMUNICATIONS GROUP, )  
INC., ET AL., )

Defendants. )  
\_\_\_\_\_ )

CIVIL ACTION NO.

00-12234-EFH

**ORDER**

April 8, 2003

HARRINGTON, S.D.J.

Plaintiff Freedom Wireless, Inc.'s Motion to Compel Defendants Airtouch Communications, Inc., Bell Atlantic Mobile, Inc., and Cellco Partnership to Produce Advice Contradicting or Casting Doubt on Darby & Darby's Unenforceability Opinion is granted. Defendants are ordered to produce any communications between counsel and defendants relating to the filing of the lawsuit involving Gerald Frugoli, as well as all other documents that contradict or cast doubt upon the July 2001 Unenforceability Opinion of Darby & Darby, regardless of the date on which they were written. The Court's Order dated March 4, 2002 is amended to allow for production of subsequently rendered advice contradicting or casting doubt upon the unenforceability opinion.

SO ORDERED.

  
EDWARD F. HARRINGTON  
United States Senior District Judge

728

# **Exhibit 34**



212-988497

## STOCK TRADING PLAN

This Stock Trading Plan (the "Plan") is being adopted by E. Y. Snowden ("Client") to facilitate the Sale of shares of the common stock (the "Shares") of Boston Communications Group, Inc. ("Issuer").

In order to diversify his investment portfolio, Client desires to sell the Shares. To dispel any inference that Client is trading in the Shares on the basis of, while using, when in possession of, or when aware of material nonpublic information; or that the trades in the Shares evidence Client's knowledge of material nonpublic information, or information at variance with Issuer's statements to investors; Client has determined to instruct Credit Suisse First Boston Corporation ("CSFBC") to sell a pre-determined amount of Shares pursuant to the formula described in Exhibit A.

A. Client hereby represents, warrants and acknowledges that he:

1. As of the date of this Plan, is not aware of any material nonpublic information regarding Issuer and is not subject to any legal, regulatory or contractual restriction or undertaking that would prevent CSFBC from acting upon the instructions set forth in this Plan;

2. Is entering into this Plan in good faith and not as part of any scheme to evade the prohibitions of Rule 10b5-1 adopted under the Securities Exchange Act of 1934, as amended;

3. Has not entered into, and will not enter into, any corresponding or hedging transaction or position with respect to the Shares;

4. Confirms, if he is subject to Rule 144, that the sale of the Shares pursuant to the formula in Exhibit A will comply with Rule 144 under the Securities Act of 1933;

5. Acknowledges that CSFBC may make a market in the Shares and will continue to engage in market-making activities while executing transactions on behalf of Client pursuant to the Plan;

6. May not discuss with CSFBC the timing of the trading in the Shares on his/her behalf (other than to confirm these instructions and describe them if necessary); and

7. May terminate this Plan at any time by notice in writing to CSFBC. If this Plan is terminated and Client thereafter establishes a new plan, Client will wait thirty (30) days before making any sales under such new plan.

B. CSFBC will notify Client promptly of any transactions in order that Client may make timely filings of Forms 4 and 5. Any Form 144's filed on Client's behalf shall contain a notice in substantially the following form:

"The shares covered by this Form 144 are being sold pursuant to a Form 10b5-1 sales plan dated \_\_\_\_\_, 2001; and the representation herein

regarding the seller's knowledge of material nonpublic information speaks as of the adoption date of the plan."

C. Sales under this Plan shall be terminated upon notice to CSFBC that Client is subject to a lockup agreement in connection with a public offering of the stock of the Issuer.

D. CSFBC agrees to hold the terms of this agreement as confidential information and not to disclose such terms to any third party without Client's consent, except as may be otherwise required by law.

E. This Plan shall be governed by and construed in accordance with the laws of the State of New York.

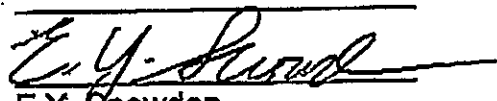
  
E.Y. Snowden

EXHIBIT A

Share Trading Formula

Please exercise those stock options listed below and sell those Shares acquired upon such exercise in accordance with the following instructions:

1. Starting in the month of December, 2001 exercise 2,200 of my vested options in Issuer and sell such underlying Shares at the market price on such date but in no event at less than \$11.00 per Share.
2. In each month after the exercise and sale as outlined above, exercise 2,200 of my vested options in Issuer and sell such underlying Shares at the market price on such date but in no event at less than \$11.00 per Share.
3. In the event the Issuer's common stock is trading at or above \$13.00 per share, sell an additional 1,100 Shares at a price no less than \$13.00 per Share each calendar month that Issuer's common stock trades at or above \$13.00 per share.
4. In the event the Issuer's common stock is trading at or above \$15.00 per share, sell an additional 1,100 Shares at a price no less than \$15.00 per Share each calendar month that Issuer's common stock trades at or above \$15.00 per share.
5. In the event the Issuer's common stock is trading at or above \$17.00 per share, sell an additional 2,200 Shares at a price no less than \$17.00 per Share each calendar month that Issuer's common stock trades at or above \$17.00 per share.
6. In the event the Issuer's common stock is trading at or above \$20.00 per share, sell an additional 2,200 Shares at a price no less than \$20.00 per Share each calendar month that Issuer's common stock trades at or above \$20.00 per share.
7. Any portion of the Shares not sold as stated above because of market conditions shall be carried forward until the first subsequent trading day or days on which it is determined that all or part of the unsold portion can be sold under the then prevailing market conditions and in accordance with the instructions above until all such carried forward Shares have been sold.
8. This Plan terminates upon the earlier of (1) December 31, 2003 or (2) the sale of 52,800 Shares, whichever occurs first.

The Issuer acknowledges that its Insider Trading Policy allows for the use of Rule 10b5-1 Trading Plans, has read the plan to be entered into by E. Y. Snowden dated as of 11/12/01 and does not object to it.

BOSTON COMMUNICATIONS GROUP, INC.

Karen A. Walker

Signature

KAREN A. WALKER

Name

CEO

Title

11/12/01

Date



### Rule 10b5-1 Trading Plan

The Mallory Trust ("Seller") adopts this Trading Plan dated December 16, 2002 (the "Trading Plan") with respect to the "Stock" (defined below) with UBS PaineWebber Inc. ("UBS PaineWebber") for the purpose of establishing a trading plan that complies with Rule 10b5-1(c)(1) under the Securities Exchange Act of 1934, as amended (the "Exchange Act").

Seller and UBS PaineWebber agree as follows:

1. *Specific Plan of Sale.* UBS PaineWebber, acting as agent, agrees to effect sales of Stock on behalf of Seller in accordance with the specific instructions set forth in Exhibit A (the "Sales Instructions"). The term "Stock" means the Class A common stock, par value \$0.01 per share, of Boston Communications Group ("Issuer") (symbol: BCGI), including Stock that Seller has the right to acquire under the outstanding stock options issued by Issuer listed on Exhibit D (the "Options"), and includes any class or series of common stock of Issuer into which the Stock is converted whether pursuant to a reclassification, reorganization, reincorporation or similar event.
2. *Fees/Commissions.* Seller shall pay UBS PaineWebber \$0.06 per share of Stock sold; with such amounts to be deducted by UBS PaineWebber from the proceeds of sales under this Trading Plan.
3. *Seller's Representations and Warranties.* Seller represents and warrants that:
  - (a) Seller is not aware of any material nonpublic information concerning Issuer or any securities of Issuer;
  - (b) Seller is entering into this Trading Plan in good faith and not as part of a plan or scheme to evade the prohibitions of Rule 10b5-1;
  - (c) Seller has informed Issuer of this Trading Plan and has furnished Issuer with a copy, and Seller has determined that this Trading Plan is consistent with Issuer's insider trading policy;
  - (d) Seller has disclosed to UBS PaineWebber any agreements that Seller is currently party to, or within the past 60 days, has been party to, with another broker, dealer or financial institution (each, a "Financial Institution") entered into for the purpose of establishing a trading plan that complies with Rule 10b5-1;
  - (e) Seller is not subject to any legal, regulatory or contractual restriction or undertaking that would prevent UBS PaineWebber from conducting sales in accordance with this Trading Plan;
  - (f) the Stock to be sold under this Trading Plan is owned free and clear by Seller and is not subject to any liens, security interests or other encumbrances or limitations on dispositions, other than those imposed by Rule 144 or Rule 145, if applicable;
  - (g) Seller has had an opportunity to consult with Seller's own advisors as to the legal, tax, financial and other aspects of this Trading Plan, including this Trading Plan's compliance with Rule 10b5-1 and applicable state law. Seller has not received or



relied on any representations from UBS PaineWebber concerning this Trading Plan's compliance with Rule 10b5-1.

4. Agreements by Seller. Seller acknowledges and agrees to the following provisions:
  - (a) Brokerage Account. Seller shall open a sole-purpose UBS PaineWebber brokerage account prior to the execution of sales under this Trading Plan in the name of and for the benefit of Seller (the "Plan Account").
  - (b) Delivery of Stock. Seller shall deliver all shares of Stock to be sold pursuant to this Trading Plan into the Plan Account prior to the commencement of any sales under this Trading Plan.
  - (c) Hedging Transactions. While this Trading Plan is in effect, Seller shall comply with the prohibition set forth in Rule 10b5-1(c)(1)(i)(C) against entering into or altering a corresponding or hedging transaction or position with respect to the Stock.
  - (d) Notice to UBS PaineWebber. Seller shall notify UBS PaineWebber to terminate or suspend sales, as appropriate, as soon as practicable upon the occurrence of any of the events contemplated in paragraph 7(a) or (b) or paragraph 8(c).
  - (e) Communications. Seller shall not, directly or indirectly, communicate any material nonpublic information relating to the Stock or Issuer to any employee of the UBS PaineWebber 10b5-1 Group or any UBS PaineWebber Financial Advisor.
  - (f) Compliance with Applicable Laws and Required Exchange Act Filings. Seller shall comply with all applicable laws, rules and regulations, and Seller shall make all filings required under Sections 13 and 16 of the Exchange Act in a timely manner.
  - (g) No Influence. Seller does not have, and shall not attempt to exercise, any influence over how, when or whether to effect sales of Stock pursuant to this Trading Plan.
  - (h) Stock Non-Marginable. The Stock is not marginable and may not be used by Seller as collateral for any purpose.
  - (i) Execution, Average Pricing and Pro Rata Allocation of Sales. UBS PaineWebber may sell Stock on any national securities exchange, in the over-the-counter market, on an automated trading system or otherwise. UBS PaineWebber or one of its affiliates may make a market in the Stock and may act as principal in executing sales under the Trading Plan. To the extent that UBSPW administers other trading plans relating to Issuer's securities, UBSPW may aggregate orders for Seller with orders under other sellers' trading plans for execution in a block and allocate an average price to each seller. In the event of partial execution of block orders, UBS PaineWebber shall allocate the proceeds of all Stock actually sold on a particular day pursuant to all Rule 10b5-1 trading plans concerning Issuer's securities that UBS PaineWebber manages pro rata based on the ratio of (x) the number of shares to be sold pursuant to the order instructions of each





Trading Plan to (y) the total number of shares to be sold under all Trading Plans having the same type of order instructions.

- (j) Exclusivity. Until this Trading Plan has been terminated, Seller shall not enter into any agreement with, give any instructions to, or adopt a plan for trading with another Financial Institution with respect to purchase or sale of the Stock or the Options for the purpose of establishing a trading plan that complies with Rule 10b5-1.
  - (k) Acknowledgment of Relief from Obligation to Effect Sales. UBS PaineWebber shall be relieved of its obligation to sell Stock as otherwise required by paragraph 1 above at any time when:
    - (i) UBS PaineWebber has determined that (A) it is prohibited from doing so by a legal, contractual or regulatory restriction applicable to it or its affiliates or to Seller or Seller's affiliates; or (B) a material adverse change in the financial markets, in the market activity in the Stock or in the internal systems of UBS PaineWebber or one of its affiliates, an outbreak or escalation of hostilities or other crisis or calamity has occurred (in each case, the effect of which is such as to make it, in the sole judgment of UBS PaineWebber, impracticable for UBS PaineWebber to sell Stock); or (C) a trading suspension with respect to the Stock by the Securities and Exchange Commission or the Principal U.S. Market (defined in Exhibit A) or a delisting of the Stock or a banking moratorium has occurred; if UBS PaineWebber cannot effect a sale for any of such reasons, UBS PaineWebber shall effect such sale as promptly as practical after the cessation or termination of such cause, subject to the restrictions set forth in paragraph 1 of Exhibit A;
    - (ii) This Trading Plan is suspended in accordance with paragraph 7 below;
    - (iii) This Trading Plan is terminated in accordance with paragraph 8 below;
5. Rule 144 and Rule 145. With respect to sales of Stock subject to Rule 144 or Rule 145, Seller and UBS PaineWebber agree to comply with the following provisions:
- (a) Agreements by Seller Regarding Rule 144 and Rule 145.
    - (i) Seller agrees not to take, and agrees to cause any person or entity with which Seller would be required to aggregate sales of Stock pursuant to Rule 144(a)(2) or (e) not to take, any action that would cause the sales hereunder not to meet all applicable requirements of Rule 144 or Rule 145.
    - (ii) Seller agrees to complete, execute and deliver to UBS PaineWebber Forms 144 for sales to be effected under the Trading Plan at such times and in such numbers as UBS PaineWebber shall request. Seller hereby grants UBS PaineWebber a power of attorney to complete and file on behalf of Seller any required Forms 144. The remarks section of each Form 144 filed shall include a statement to the effect that the shares covered by the Form 144 are being sold pursuant to a Rule 10b5-1 trading plan dated as of the date hereof, and the representation regarding the



seller's knowledge of material nonpublic information speaks as of that plan adoption date.

- (iii) Seller agrees to complete, execute and deliver to UBS PaineWebber Rule 144 Seller's Representation Letters (in the form attached as Exhibit C) for sales to be effected under the Trading Plan at such times and in such numbers as UBS PaineWebber shall request.
- (b) Agreements by UBS PaineWebber Regarding Rule 144 and Rule 145.
  - (i) UBS PaineWebber agrees to conduct all sales pursuant to the Trading Plan in accordance with the manner of sale requirement of Rule 144. UBS PaineWebber shall not effect any sales that it knows would exceed the then-applicable volume limitation under Rule 144.
  - (ii) UBS PaineWebber agrees to file such Forms 144 furnished by Seller pursuant to paragraph 5(a)(ii) on behalf of Seller as required by applicable law. UBS PaineWebber shall make one Form 144 filing at the beginning of each three-month period, commencing upon the first Sale Day under the Trading Plan.
  - (iii) UBS PaineWebber agrees to submit such Rule 144 Seller's Representation Letters furnished by Seller pursuant to paragraph 5(a)(iii) on behalf of Seller as required by Issuer's transfer agent.
  - (iv) Seller shall make and shall be solely responsible for all filings required under Sections 13(d) and 16 of the Exchange Act in connection with sales of Stock pursuant to the Trading Plan, and Seller acknowledges that UBS PaineWebber shall not make any such filings and shall have no liability to Seller in connection with or related to any such filings.
- 6. Options. Seller and UBS PaineWebber agree to the provisions regarding the exercise of Options contained in Exhibit D.
- 7. Suspension. Sales under this Trading Plan shall be suspended as follows:
  - (a) Promptly after the date on which UBS PaineWebber receives notice from Seller or Issuer of legal, contractual or regulatory restrictions applicable to Seller or Seller's affiliates that would prevent UBS PaineWebber from selling Stock under this Trading Plan (such notice merely stating that there is a restriction applicable to Seller without specifying the reasons for the restriction), including a restriction based on Seller's awareness of material nonpublic information in connection with a tender offer for Issuer's securities (transactions on the basis of which Rule 14e-3 of the Exchange Act could be violated).
  - (b) In the event of a Qualifying Securities Offering, promptly after the date on which UBS PaineWebber receives notice from Issuer or Seller of the Suspension Date until UBS PaineWebber receives notice from Issuer or Seller of the Resumption Date; *provided, however*, that (i) Seller certifies that Seller has no control over the Suspension Date or the Resumption Date, and (ii) if Seller is unable to make such certification then this paragraph shall result in a termination of the Trading Plan, rather than suspension.

## UBS PaineWebber

"Qualifying Securities Offering" means any offering of securities of Issuer for cash in which the lead underwriter, lead manager, initial purchaser, placement agent or other entity performing a similar function (each, an "Underwriter") requires Seller to agree to restrict Seller's ability to effect Sales pursuant to this Trading Plan.

"Suspension Date" means the date on which a preliminary prospectus, offering memorandum, offering circular or other disclosure document (each, a "Preliminary Offering Document") is first used to market securities of Issuer by the Underwriter, or if a Preliminary Offering Document is not used, the date on which the underwriting agreement, purchase agreement, placement agent agreement or similar agreement (each, an "Underwriting Agreement") is entered into by the Underwriter and Issuer.

"Resumption Date" means the day immediately following the expiration of the time period during which Seller was restricted from effecting Sales pursuant to this Trading Plan in accordance with the Underwriting Agreement.

- (c) In the event that the UBS PaineWebber 10b5-1 Group becomes aware of material nonpublic information concerning Issuer or the Stock, UBS PaineWebber may be required by applicable law or, in its sole discretion, find it advisable, to suspend sales under this Trading Plan. In such case, UBS PaineWebber shall promptly notify Seller of the suspension of sales under this Trading Plan.

Termination. This Trading Plan will terminate on the earliest to occur of the following (the "Plan Sales Period"):

- (a) on December 31, 2003;
- (b) promptly after the date on which UBS PaineWebber receives notice from Seller of the termination of this Trading Plan, in which case, Seller agrees to notify the Issuer promptly of such termination;
- (c) upon the reasonable determination by UBS PaineWebber, or promptly after the reasonable determination by Seller and notice to UBS PaineWebber, that this Trading Plan does not comply with Rule 10b5-1;
- (d) promptly after the date UBS PaineWebber is notified of the death of Seller;
- (e) immediately in the event that Seller fails to deliver any Stock pursuant to paragraph 4(b) or fails to satisfy the delivery requirements with respect to Options set forth in Exhibit D; or
- (f) the date that the aggregate number of shares of Stock sold pursuant to this Trading Plan reaches 20,000 shares.

Indemnification; Limitation of Liability.

- (a) Indemnification.
  - (i) Seller agrees to indemnify and hold harmless UBS PaineWebber and its directors, officers, employees and affiliates from and against all claims, losses, damages and liabilities (including, without limitation, any legal or



other expenses reasonably incurred in connection with defending or investigating any such action or claim) (collectively, "Losses") arising out of or attributable to (A) UBS PaineWebber's actions taken or not taken in compliance with this Trading Plan, (B) any breach by Seller of this Trading Plan (including Seller's representations and warranties hereunder), or (C) any violation by Seller of applicable laws or regulations. This indemnification shall survive termination of this Trading Plan.

- (ii) UBS PaineWebber agrees to indemnify and hold harmless Seller from and against all Losses arising out of or attributable to the gross negligence or willful misconduct of UBS PaineWebber in connection with this Trading Plan.

(b) Limitation of Liability.

- (i) Notwithstanding any other provision hereof, UBS PaineWebber shall not be liable to Seller, and Seller shall not be liable to UBS PaineWebber, for: (A) special, indirect, punitive, exemplary or consequential damages, or incidental losses or damages of any kind, even if advised of the possibility of such losses or damages or if such losses or damages could have been reasonably foreseen; or (B) any failure to perform or to cease performance or any delay in performance that results from a cause or circumstance that is beyond its reasonable control, including, but not limited to, failure of electronic or mechanical equipment, strikes, failure of common carrier or utility systems, severe weather, market disruptions or other causes commonly known as "acts of God"
- (ii) Notwithstanding any other provision hereof, UBS PaineWebber shall not be liable to Seller for (A) the exercise of discretionary authority or discretionary control under this Trading Plan, if any, or (B) any failure to effect a sale required by paragraph 1, except for failures to effect sales as a result of the gross negligence or willful misconduct of UBS PaineWebber.

- 10. Agreement to Arbitrate. Any dispute between Seller and UBS PaineWebber arising out of, relating to or in connection with this Trading Plan or any transaction relating to this Trading Plan shall be determined only by arbitration as provided in the UBS PaineWebber brokerage account agreement referred to in paragraph 4(a).

11. Notices.

- (a) All notices to UBS PaineWebber under this Trading Plan shall be provided in writing to Sean Huss UBS PaineWebber by facsimile at fax number 212-821-5536.
- (b) All notices to Seller under this Trading Plan shall be given to Edward H. Snowden by telephone at telephone number 781-904-5010, by facsimile at fax number 781-904-5602 or by certified mail to the address below:

Boston Communications Group, Inc.  
100 Sylvan Rd. Suite 100  
Woburn, MA 01801



- (c) Seller hereby instructs and authorizes UBS PaineWebber to send duplicate copies of all confirmations of trades made under this Trading Plan to the Issuer at the following address:

Leslie Apony  
Boston Communications Group  
100 Sylvan Rd Suite 100  
Woburn, MA 01801

- (d) UBS PaineWebber will provide notification of all sales of Stock and exercise of Options under this Trading Plan to Seller and to Issuer by e-mail at the below addresses by 6 p.m. (ET) on the date of execution on a best efforts basis, with a final report by 12 p.m. (ET) on the following business day. Seller and Issuer agree to notify UBS PaineWebber in writing of any changes to the contact information provided.

esnowden@bcgi.net  
lapony@bcgi.net

12. Amendments and Modifications. This Trading Plan and the Exhibits hereto may be amended by Seller only upon the written consent of UBS PaineWebber and receipt by UBS PaineWebber of the following documents, each dated as of the date of such amendment:
- (a) a certificate signed by Seller, certifying that the representations and warranties of Seller contained in this Trading Plan are true at and as of the date of such certificate as if made at and as of such date; and
  - (b) an issuer certificate completed by Issuer substantially in the form of Exhibit B.
13. Inconsistency with Law. If any provision of this Trading Plan is or becomes inconsistent with any applicable present or future law, rule or regulation, that provision will be deemed modified or, if necessary, rescinded in order to comply with the relevant law, rule or regulation. All other provisions of this Trading Plan will continue and remain in full force and effect.
14. Governing Law. This Trading Plan shall be governed by and construed in accordance with the internal laws of the State of New York.
15. Entire Agreement. This Trading Plan, including Exhibits, and the brokerage account agreement referred to in paragraph 4(a) above, constitute the entire agreement between the parties with respect to this Trading Plan and supercede any prior agreements or understandings with regard to this Trading Plan.
16. Counterparts. This Trading Plan may be signed in any number of counterparts, each of which shall be an original, with the same effect as if the signatures thereto and hereto were upon the same instrument.



NOTICE: THIS AGREEMENT CONTAINS A PREDISPUTE ARBITRATION CLAUSE IN PARAGRAPH 10.

IN WITNESS WHEREOF, the undersigned have signed this Trading Plan as of the date first written above.

ELIZABETH M. SNOWDEN  
For The Mallory Trust

Elizabeth M Snowden  
Name: Elizabeth M. Snowden  
Title: Co-Trustee

12/12/02  
Date:

JANE G. SNOWDEN  
For The Mallory Trust

Jane G. Snowden  
Name: Jane G. Snowden  
Title: Co-Trustee

12/15/02  
Date:

UBS PAINE WEBBER INCORPORATED

\_\_\_\_\_  
Name: Timothy Kelly  
Title: Senior Vice President

\_\_\_\_\_  
Date:

\_\_\_\_\_  
Name: Larry Gore  
Title: Managing Director

\_\_\_\_\_  
Date:





## EXHIBIT A

This Exhibit A may not be amended except in accordance with the Trading Plan.

### SPECIFIC INSTRUCTIONS

1. UBS PaineWebber shall enter a sell order for the specified Sale Amount (as defined below) for the account of Seller on each specified Sale Day (as defined below) at the specified Sale Price (as defined below), subject to the following restrictions:

In no event shall UBS PaineWebber sell any shares of Stock pursuant to the Trading Plan prior to January 15, 2003.

2. The "Sale Day", "Sale Amount", and "Sale Price", are specified below:

Each month, including January 2003, enter an order to sell 900 shares at a limit price of \$11. In the event the Issuer's stock is trading at or above \$13.00 during any calendar month, enter an order to sell an additional 400 shares. In the event the Issuer's stock is trading at or above \$15.00 during any calendar month, enter an order to sell an additional 400 shares. In the event the Issuer's stock is trading at or above \$17.00 during any calendar month, enter an order to sell an additional 800 shares. In the event the Issuer's stock is trading at or above \$20.00 during any calendar month, enter an order to sell an additional 800 shares.

3. The limit order entered pursuant to this Trading Plan will be entered as a GTC order (good until cancelled), *provided, however*, that no GTC orders will last for more than 365 days, at which time any GTC order that has not been filled will be cancelled and reentered.
4. The Sale Amount and the Sale Price shall be adjusted automatically on a proportionate basis to take into account any stock split, reverse stock split or stock dividend with respect to the Stock or any change in capitalization with respect to Issuer that occurs while the Trading Plan is in effect.
5. A "Trading Day" is any day during the Plan Sales Period that the NASDAQ (the "Principal U.S. Market") is open for business and the Stock trades regular way on the Principal U.S. market; provided, however, that a "Trading Day" shall mean only that day's regular trading session of the Principal U.S. Market and shall not include any extended-hours or after-hours trading sessions that the Principal U.S. Market may allow.

EXHIBIT A (Cont'd.)

Elizabeth M Snowden  
Name: Elizabeth M. Snowden for The Mallory Trust  
Title: Co-Trustee

12/12/02  
Date:


Jane G. Snowden  
Name: Jane G. Snowden for The Mallory Trust  
Title: Co-Trustee

12/15/02  
Date:



**EXHIBIT B**  
**ISSUER CERTIFICATE**

1. Boston Communications Group's Insider Trading Policy is consistent with and allows for the use of Rule 10b5-1 Trading Plans, and we have read the plan dated December 16, 2002 to be entered into by The Mallory Trust ("Seller") and do not object to it.
2. Issuer acknowledges that Seller has authorized UBS PaineWebber to serve as Seller's agent and attorney-in-fact to exercise certain Options to purchase the Stock from time to time pursuant to the Trading Plan. Issuer agrees to accept, acknowledge and effect the exercise of such Options by UBS PaineWebber and the delivery of the underlying Stock to UBS PaineWebber (free of any legend or statement restricting its transferability to a buyer) upon receipt of a completed Stock Option Exercise Form in the form attached to the Trading Plan as Exhibit E.

  
\_\_\_\_\_  
Name: Alan J. Bouffard  
Title: Vice President & General Counsel

12/16/02  
Date



EXHIBIT C

This Exhibit C may not be amended except in accordance with the Trading Plan

RULE 144 LETTER

UBS PaineWebber Incorporated  
Attn: Sean Huss  
299 Park Ave, 26<sup>th</sup> floor  
New York, NY 10171

Boston Communicatians Group  
General Counsel  
100 Sylvan Rd Suite 100  
Woburn, MA 1801

Ladies and Gentlemen:

In conjunction with my order to sell shares of common stock, par value \$0.01 per share, of Boston Communicatians Group ("Issuer") ("the Stock"), through you as broker or dealer for my account pursuant to the Rule 10b5-1 Trading Plan dated December 16, 2002 (the "Trading Plan"), under the Securities Exchange Act of 1934, as amended (the "Exchange Act"), I advise you as follows:

1. During the next thirteen months following the date of this letter, I intend to sell Stock pursuant to Rule 10b5-1. I intend for UBS PaineWebber to adhere to the Trading Plan without alteration or modification during the above-stated period.
2. I am an affiliate of the Issuer.
3. The number of shares of Stock, which I have ordered you to sell as broker or dealer for my account, will conform to the Sales Instructions in Exhibit A of the Trading Plan.
4. I have verified that Issuer has been subject to the Securities and Exchange Commission (the "SEC") information reporting requirements pursuant to the Exchange Act for at least the preceding 90 days and has filed all required periodic reports during the 12 months preceding the first sale or during any shorter period that the SEC may require. As of the date of the Trading Plan, I did not know of any material nonpublic information concerning Issuer.
5. [Intentionally Omitted]
6.
  - a) I have not solicited or arranged for the solicitation of any orders to buy in anticipation or in connection with my proposed sales.
  - b) I have made no payments to any other person in connection with your execution of my order.
  - c) I have not agreed to act in concert with any other person in connection with my proposed sales.
7. It is my bona fide intention to sell the Stock as expressly prescribed in the Trading Plan pursuant to the Plan.
8. I understand that the payment of the proceeds of the sales will be delayed until the shares of Stock are transferred and delivered free of restrictions to UBS PaineWebber.



9. All capitalized terms used in this Rule 144 Letter shall have the meanings ascribed to them in the Trading Plan.

The undersigned agrees to notify UBS PaineWebber immediately if any of the above representations become inaccurate before the sales are completed.

Very truly yours,

<u>Elizabeth M Snowden</u>	Elizabeth M. Snowden	for The
Signature of Seller	Print Name	Mallory Trust
<u>380 Inca Pkwy Boulder CO 80303</u>	<u>12/12/02</u>	
Seller's Address	Date:	

<u>Jane Snowden</u>	Jane G. Snowden	for The
Signature of Seller	Print Name	Mallory Trust
<u>15 Gregory St., Marlborough MA 01945</u>	<u>12/15/02</u>	
Seller's Address	Date:	



## EXHIBIT D

## STOCK OPTION PROVISIONS

This Exhibit D may not be amended except in accordance with the Trading Plan.

1. Options To Be Exercised Under the Trading Plan.

Number of Options	Designation Number / Grant Date	Strike Price	Expiration Date
20,000	320-98A/NA <sup>2-10-12</sup>	\$7,0620	2-10-2008

2. Seller's Representations and Warranties.

- (a) Seller represents and warrants that the Options listed above are held free and clear without liens, security interests or other encumbrances or limitations on exercise of the vested portion thereof, other than the requirement that Seller comply with the exercise provisions of such Options; and
- (b) The shares of Stock acquired through exercise of the Options shall be held free and clear by Seller without liens, security interests or other encumbrances or limitations on disposition

3. Delivery.

- (a) Seller agrees to complete, execute and deliver to UBS PaineWebber Stock Option Exercise Notices, in the form attached hereto as Exhibit E, for the exercise of Options pursuant to the Trading Plan at such times and in such numbers as UBS PaineWebber shall request. Seller hereby authorizes UBS PaineWebber to deliver such Stock Option Exercise Notices to Issuer on Seller's behalf as necessary to effectuate such exercises and settle the sales of Stock underlying such Options under the Trading Plan. Seller agrees to make appropriate arrangements to ensure that Stock received upon the exercise of Options shall be delivered to the Plan Account promptly after Issuer's receipt of the applicable Stock Option Exercise Form.





- (b) UBS PaineWebber shall be relieved of its obligation to exercise Options and sell Stock as otherwise required at any time when Seller has failed to deliver Stock Options Exercise Notices or underlying shares.

4. Exercise.

- (a) On each day that sales are to be made under the Trading Plan, UBS PaineWebber shall exercise a sufficient number of Options to effect such sales in the manner specified below:

Exercise first those Options with the lowest exercise price.

- (b) UBS PaineWebber shall, in connection with the exercise of Options, remit to Issuer the exercise price along with such amounts as may be necessary to satisfy withholding obligations. These amounts shall be deducted from the proceeds of sale of the Stock, together with late fees, if applicable.
- (c) UBS PaineWebber shall in no event exercise any Option if, at the time of exercise, the exercise price of the Option (plus fees and commissions) is equal to or higher than the market price of the Stock.



**EXHIBIT E**  
**EMPLOYEE STOCK OPTION EXERCISE NOTICE**

**I. Instructions to Issuer**

A. This constitutes notice under the stock option plan of Boston Communictaions Group ("Issuer") that I elect to exercise my option to purchase \_\_\_\_\_ shares of common stock (the "Stock") at an exercise price of \$\_\_\_\_\_ per share.

B. I hereby irrevocably authorize Issuer to (*check one*):

☐ (1) register the certificate(s) representing the Stock in the name of [ ] (Federal Tax ID #[ ]); and

(2) deliver the certificate(s) to UBS PaineWebber at  
[ ], [ ], [ ] [ ]  
(Attn: Transfer Department) for deposit into my Plan Account,  
Account #: \_\_\_\_\_.

**-OR-**

☐ deliver shares to UBS PaineWebber through the Depository Trust Company (DTC).

UBS PaineWebber DTC#: \_\_\_\_\_  
Account #: \_\_\_\_\_

\_\_\_\_\_  
Name: Jane G. Snowden  
For The Mallory Trust  
Title: co-Trustee

\_\_\_\_\_  
Date:

**II. Issuer's Acknowledgment of Option Exercise**

A. Boston Communictaions Group ("Issuer") acknowledges receipt of a valid option exercise notice from The Mallory Trust ("Optionee") covering the exercise of \_\_\_\_\_ shares of Issuer's common stock.

B. In consideration of UBS PaineWebber making a payment of \$\_\_\_\_\_ to cover the cost of exercise (including taxes, if any) of the Optionee's option to purchase the shares from



Issuer, Issuer agrees to promptly issue and deliver the shares registered in the name of UBS PaineWebber for the Optionee's account.

C. Funds should be delivered (*check one*):

- |                          |               |       |                |
|--------------------------|---------------|-------|----------------|
| <input type="checkbox"/> | via check to: | _____ | (company name) |
| <input type="checkbox"/> | via wire to:  | _____ | (bank name)    |
|                          | ABA #         | _____ | (nine digits)  |
|                          | Account #     | _____ | (company name) |

D. Issuer represents that the shares will be issued pursuant to an effective registration statement and that the shares will be free of any restrictive legend.

\_\_\_\_\_  
Name: Leslie Apony  
Title:

\_\_\_\_\_  
Date:

## Rule 10b5-1 Trading Plan

The Bradford Irrevocable Trust ("Seller") adopts this Trading Plan dated December 16, 2002 (the "Trading Plan") with respect to the "Stock" (defined below) with UBS PaineWebber Inc. ("UBS PaineWebber") for the purpose of establishing a trading plan that complies with Rule 10b5-1(c)(1) under the Securities Exchange Act of 1934, as amended (the "Exchange Act").

Seller and UBS PaineWebber agree as follows:

1. Specific Plan of Sale. UBS PaineWebber, acting as agent, agrees to effect sales of Stock on behalf of Seller in accordance with the specific instructions set forth in Exhibit A (the "Sales Instructions"). The term "Stock" means the Class A common stock, par value \$0.01 per share, of Boston Communications Group ("Issuer") (symbol: BCGI), including Stock that Seller has the right to acquire under the outstanding stock options issued by Issuer listed on Exhibit D (the "Options"), and includes any class or series of common stock of Issuer into which the Stock is converted whether pursuant to a reclassification, reorganization, reincorporation or similar event.
2. Fees/Commissions. Seller shall pay UBS PaineWebber \$0.06 per share of Stock sold; with such amounts to be deducted by UBS PaineWebber from the proceeds of sales under this Trading Plan.
3. Seller's Representations and Warranties. Seller represents and warrants that:
  - (a) Seller is not aware of any material nonpublic information concerning Issuer or any securities of Issuer;
  - (b) Seller is entering into this Trading Plan in good faith and not as part of a plan or scheme to evade the prohibitions of Rule 10b5-1;
  - (c) Seller has informed Issuer of this Trading Plan and has furnished Issuer with a copy, and Seller has determined that this Trading Plan is consistent with Issuer's insider trading policy;
  - (d) Seller has disclosed to UBS PaineWebber any agreements that Seller is currently party to, or within the past 60 days, has been party to, with another broker, dealer or financial institution (each, a "Financial Institution") entered into for the purpose of establishing a trading plan that complies with Rule 10b5-1;
  - (e) Seller is not subject to any legal, regulatory or contractual restriction or undertaking that would prevent UBS PaineWebber from conducting sales in accordance with this Trading Plan;
  - (f) the Stock to be sold under this Trading Plan is owned free and clear by Seller and is not subject to any liens, security interests or other encumbrances or limitations on dispositions, other than those imposed by Rule 144 or Rule 145, if applicable;
  - (g) Seller has had an opportunity to consult with Seller's own advisors as to the legal, tax, financial and other aspects of this Trading Plan, including this Trading Plan's compliance with Rule 10b5-1 and applicable state law. Seller has not received or



relied on any representations from UBS PaineWebber concerning this Trading Plan's compliance with Rule 10b5-1.

4. Agreements by Seller. Seller acknowledges and agrees to the following provisions:
  - (a) Brokerage Account. Seller shall open a sole-purpose UBS PaineWebber brokerage account prior to the execution of sales under this Trading Plan in the name of and for the benefit of Seller (the "Plan Account").
  - (b) Delivery of Stock. Seller shall deliver all shares of Stock to be sold pursuant to this Trading Plan into the Plan Account prior to the commencement of any sales under this Trading Plan.
  - (c) Hedging Transactions. While this Trading Plan is in effect, Seller shall comply with the prohibition set forth in Rule 10b5-1(c)(1)(i)(C) against entering into or altering a corresponding or hedging transaction or position with respect to the Stock.
  - (d) Notice to UBS PaineWebber. Seller shall notify UBS PaineWebber to terminate or suspend sales, as appropriate, as soon as practicable upon the occurrence of any of the events contemplated in paragraph 7(a) or (b) or paragraph 8(c).
  - (e) Communications. Seller shall not, directly or indirectly, communicate any material nonpublic information relating to the Stock or Issuer to any employee of the UBS PaineWebber 10b5-1 Group or any UBS PaineWebber Financial Advisor.
  - (f) Compliance with Applicable Laws and Required Exchange Act Filings. Seller shall comply with all applicable laws, rules and regulations, and Seller shall make all filings required under Sections 13 and 16 of the Exchange Act in a timely manner.
  - (g) No Influence. Seller does not have, and shall not attempt to exercise, any influence over how, when or whether to effect sales of Stock pursuant to this Trading Plan.
  - (h) Stock Non-Marginable. The Stock is not marginable and may not be used by Seller as collateral for any purpose.
  - (i) Execution, Average Pricing and Pro Rata Allocation of Sales. UBS PaineWebber may sell Stock on any national securities exchange, in the over-the-counter market, on an automated trading system or otherwise. UBS PaineWebber or one of its affiliates may make a market in the Stock and may act as principal in executing sales under the Trading Plan. To the extent that UBSPW administers other trading plans relating to Issuer's securities, UBSPW may aggregate orders for Seller with orders under other sellers' trading plans for execution in a block and allocate an average price to each seller. In the event of partial execution of block orders, UBS PaineWebber shall allocate the proceeds of all Stock actually sold on a particular day pursuant to all Rule 10b5-1 trading plans concerning Issuer's securities that UBS PaineWebber manages pro rata based on the ratio of (x) the number of shares to be sold pursuant to the order instructions of each

Trading Plan to (y) the total number of shares to be sold under all Trading Plans having the same type of order instructions.

- (j) Exclusivity. Until this Trading Plan has been terminated, Seller shall not enter into any agreement with, give any instructions to, or adopt a plan for trading with another Financial Institution with respect to purchase or sale of the Stock or the Options for the purpose of establishing a trading plan that complies with Rule 10b5-1.
  - (k) Acknowledgment of Relief from Obligation to Effect Sales. UBS PaineWebber shall be relieved of its obligation to sell Stock as otherwise required by paragraph 1 above at any time when:
    - (i) UBS PaineWebber has determined that (A) it is prohibited from doing so by a legal, contractual or regulatory restriction applicable to it or its affiliates or to Seller or Seller's affiliates; or (B) a material adverse change in the financial markets, in the market activity in the Stock or in the internal systems of UBS PaineWebber or one of its affiliates, an outbreak or escalation of hostilities or other crisis or calamity has occurred (in each case, the effect of which is such as to make it, in the sole judgment of UBS PaineWebber, impracticable for UBS PaineWebber to sell Stock); or (C) a trading suspension with respect to the Stock by the Securities and Exchange Commission or the Principal U.S. Market (defined in Exhibit A) or a delisting of the Stock or a banking moratorium has occurred; if UBS PaineWebber cannot effect a sale for any of such reasons, UBS PaineWebber shall effect such sale as promptly as practical after the cessation or termination of such cause, subject to the restrictions set forth in paragraph 1 of Exhibit A;
    - (ii) This Trading Plan is suspended in accordance with paragraph 7 below;
    - (iii) This Trading Plan is terminated in accordance with paragraph 8 below;
5. Rule 144 and Rule 145. With respect to sales of Stock subject to Rule 144 or Rule 145, Seller and UBS PaineWebber agree to comply with the following provisions:
- (a) Agreements by Seller Regarding Rule 144 and Rule 145.
    - (i) Seller agrees not to take, and agrees to cause any person or entity with which Seller would be required to aggregate sales of Stock pursuant to Rule 144(a)(2) or (e) not to take, any action that would cause the sales hereunder not to meet all applicable requirements of Rule 144 or Rule 145.
    - (ii) Seller agrees to complete, execute and deliver to UBS PaineWebber Forms 144 for sales to be effected under the Trading Plan at such times and in such numbers as UBS PaineWebber shall request. Seller hereby grants UBS PaineWebber a power of attorney to complete and file on behalf of Seller any required Forms 144. The remarks section of each Form 144 filed shall include a statement to the effect that the shares covered by the Form 144 are being sold pursuant to a Rule 10b5-1 trading plan dated as of the date hereof, and the representation regarding the





seller's knowledge of material nonpublic information speaks as of that plan adoption date.

- (iii) Seller agrees to complete, execute and deliver to UBS PaineWebber Rule 144 Seller's Representation Letters (in the form attached as Exhibit C) for sales to be effected under the Trading Plan at such times and in such numbers as UBS PaineWebber shall request.

(b) Agreements by UBS PaineWebber Regarding Rule 144 and Rule 145.

- (i) UBS PaineWebber agrees to conduct all sales pursuant to the Trading Plan in accordance with the manner of sale requirement of Rule 144. UBS PaineWebber shall not effect any sales that it knows would exceed the then-applicable volume limitation under Rule 144.
- (ii) UBS PaineWebber agrees to file such Forms 144 furnished by Seller pursuant to paragraph 5(a)(ii) on behalf of Seller as required by applicable law. UBS PaineWebber shall make one Form 144 filing at the beginning of each three-month period, commencing upon the first Sale Day under the Trading Plan.
- (iii) UBS PaineWebber agrees to submit such Rule 144 Seller's Representation Letters furnished by Seller pursuant to paragraph 5(a)(iii) on behalf of Seller as required by Issuer's transfer agent.
- (iv) Seller shall make and shall be solely responsible for all filings required under Sections 13(d) and 16 of the Exchange Act in connection with sales of Stock pursuant to the Trading Plan, and Seller acknowledges that UBS PaineWebber shall not make any such filings and shall have no liability to Seller in connection with or related to any such filings.

6. Options. Seller and UBS PaineWebber agree to the provisions regarding the exercise of Options contained in Exhibit D.

7. Suspension. Sales under this Trading Plan shall be suspended as follows:

- (a) Promptly after the date on which UBS PaineWebber receives notice from Seller or Issuer of legal, contractual or regulatory restrictions applicable to Seller or Seller's affiliates that would prevent UBS PaineWebber from selling Stock under this Trading Plan (such notice merely stating that there is a restriction applicable to Seller without specifying the reasons for the restriction), including a restriction based on Seller's awareness of material nonpublic information in connection with a tender offer for Issuer's securities (transactions on the basis of which Rule 14e-3 of the Exchange Act could be violated).
- (b) In the event of a Qualifying Securities Offering, promptly after the date on which UBS PaineWebber receives notice from Issuer or Seller of the Suspension Date until UBS PaineWebber receives notice from Issuer or Seller of the Resumption Date; *provided, however*, that (i) Seller certifies that Seller has no control over the Suspension Date or the Resumption Date, and (ii) if Seller is unable to make such certification then this paragraph shall result in a termination of the Trading Plan, rather than suspension.

"Qualifying Securities Offering" means any offering of securities of Issuer for cash in which the lead underwriter, lead manager, initial purchaser, placement agent or other entity performing a similar function (each, an "Underwriter") requires Seller to agree to restrict Seller's ability to effect Sales pursuant to this Trading Plan.

"Suspension Date" means the date on which a preliminary prospectus, offering memorandum, offering circular or other disclosure document (each, a "Preliminary Offering Document") is first used to market securities of Issuer by the Underwriter, or if a Preliminary Offering Document is not used, the date on which the underwriting agreement, purchase agreement, placement agent agreement or similar agreement (each, an "Underwriting Agreement") is entered into by the Underwriter and Issuer.

"Resumption Date" means the day immediately following the expiration of the time period during which Seller was restricted from effecting Sales pursuant to this Trading Plan in accordance with the Underwriting Agreement.

- (c) In the event that the UBS PaineWebber 10b5-1 Group becomes aware of material nonpublic information concerning Issuer or the Stock, UBS PaineWebber may be required by applicable law or, in its sole discretion, find it advisable, to suspend sales under this Trading Plan. In such case, UBS PaineWebber shall promptly notify Seller of the suspension of sales under this Trading Plan.

8. Termination. This Trading Plan will terminate on the earliest to occur of the following (the "Plan Sales Period"):

- (a) on December 31, 2003;
- (b) promptly after the date on which UBS PaineWebber receives notice from Seller of the termination of this Trading Plan, in which case, Seller agrees to notify the Issuer promptly of such termination;
- (c) upon the reasonable determination by UBS PaineWebber, or promptly after the reasonable determination by Seller and notice to UBS PaineWebber, that this Trading Plan does not comply with Rule 10b5-1;
- (d) promptly after the date UBS PaineWebber is notified of the death of Seller;
- (e) immediately in the event that Seller fails to deliver any Stock pursuant to paragraph 4(b) or fails to satisfy the delivery requirements with respect to Options set forth in Exhibit D; or
- (f) the date that the aggregate number of shares of Stock sold pursuant to this Trading Plan reaches 20,000 shares.

9. Indemnification; Limitation of Liability.

- (a) Indemnification.
  - (i) Seller agrees to indemnify and hold harmless UBS PaineWebber and its directors, officers, employees and affiliates from and against all claims, losses, damages and liabilities (including, without limitation, any legal or

other expenses reasonably incurred in connection with defending or investigating any such action or claim) (collectively, "Losses") arising out of or attributable to (A) UBS PaineWebber's actions taken or not taken in compliance with this Trading Plan, (B) any breach by Seller of this Trading Plan (including Seller's representations and warranties hereunder), or (C) any violation by Seller of applicable laws or regulations. This indemnification shall survive termination of this Trading Plan.

- (ii) UBS PaineWebber agrees to indemnify and hold harmless Seller from and against all Losses arising out of or attributable to the gross negligence or willful misconduct of UBS PaineWebber in connection with this Trading Plan.

(b) Limitation of Liability.

- (i) Notwithstanding any other provision hereof, UBS PaineWebber shall not be liable to Seller, and Seller shall not be liable to UBS PaineWebber, for: (A) special, indirect, punitive, exemplary or consequential damages, or incidental losses or damages of any kind, even if advised of the possibility of such losses or damages or if such losses or damages could have been reasonably foreseen; or (B) any failure to perform or to cease performance or any delay in performance that results from a cause or circumstance that is beyond its reasonable control, including, but not limited to, failure of electronic or mechanical equipment, strikes, failure of common carrier or utility systems, severe weather, market disruptions or other causes commonly known as "acts of God"
- (ii) Notwithstanding any other provision hereof, UBS PaineWebber shall not be liable to Seller for (A) the exercise of discretionary authority or discretionary control under this Trading Plan, if any, or (B) any failure to effect a sale required by paragraph 1, except for failures to effect sales as a result of the gross negligence or willful misconduct of UBS PaineWebber.

10. Agreement to Arbitrate. Any dispute between Seller and UBS PaineWebber arising out of, relating to or in connection with this Trading Plan or any transaction relating to this Trading Plan shall be determined only by arbitration as provided in the UBS PaineWebber brokerage account agreement referred to in paragraph 4(a).

11. Notices.

- (a) All notices to UBS PaineWebber under this Trading Plan shall be provided in writing to Sean Huss UBS PaineWebber by facsimile at fax number 212-821-5536.
- (b) All notices to Seller under this Trading Plan shall be given to Edward H. Snowden by telephone at telephone number 781-904-5010, by facsimile at fax number 781-904-5602 or by certified mail to the address below:

Boston Communications Group, Inc.  
 100 Sylvan Rd. Suite 100  
 Woburn, MA 01801

- (c) Seller hereby instructs and authorizes UBS PaineWebber to send duplicate copies of all confirmations of trades made under this Trading Plan to the Issuer at the following address:

Leslie Apony  
 Boston Communications Group  
 100 Sylvan Rd Suite 100  
 Woburn, MA 01801

- (d) UBS PaineWebber will provide notification of all sales of Stock and exercise of Options under this Trading Plan to Seller and to Issuer by e-mail at the below addresses by 6 p.m. (ET) on the date of execution on a best efforts basis, with a final report by 12 p.m. (ET) on the following business day. Seller and Issuer agree to notify UBS PaineWebber in writing of any changes to the contact information provided.

esnowden@bcgi.net  
 lapony@bcgi.net

12. Amendments and Modifications. This Trading Plan and the Exhibits hereto may be amended by Seller only upon the written consent of UBS PaineWebber and receipt by UBS PaineWebber of the following documents, each dated as of the date of such amendment:
  - (a) a certificate signed by Seller, certifying that the representations and warranties of Seller contained in this Trading Plan are true at and as of the date of such certificate as if made at and as of such date; and
  - (b) an issuer certificate completed by Issuer substantially in the form of Exhibit B.
13. Inconsistency with Law. If any provision of this Trading Plan is or becomes inconsistent with any applicable present or future law, rule or regulation, that provision will be deemed modified or, if necessary, rescinded in order to comply with the relevant law, rule or regulation. All other provisions of this Trading Plan will continue and remain in full force and effect.
14. Governing Law. This Trading Plan shall be governed by and construed in accordance with the internal laws of the State of New York.
15. Entire Agreement. This Trading Plan, including Exhibits, and the brokerage account agreement referred to in paragraph 4(a) above, constitute the entire agreement between the parties with respect to this Trading Plan and supercede any prior agreements or understandings with regard to this Trading Plan.
16. Counterparts. This Trading Plan may be signed in any number of counterparts, each of which shall be an original, with the same effect as if the signatures thereto and hereto were upon the same instrument.



NOTICE: THIS AGREEMENT CONTAINS A PREDISPUTE ARBITRATION CLAUSE IN PARAGRAPH 10.

IN WITNESS WHEREOF, the undersigned have signed this Trading Plan as of the date first written above.

ELIZABETH M. SNOWDEN

For: The Bradford Irrevocable Trust

A handwritten signature in cursive script that reads "Elizabeth M. Snowden".

Name: Elizabeth M. Snowden

Title: Trustee

12/12/02  
Date:

UBS PAINE WEBBER INCORPORATED

\_\_\_\_\_  
Name: Timothy Kelly

Title: Senior Vice President

\_\_\_\_\_  
Date:

\_\_\_\_\_  
Name: Larry Gore

Title: Managing Director

\_\_\_\_\_  
Date:

## EXHIBIT A

This Exhibit A may not be amended except in accordance with the Trading Plan.

### SPECIFIC INSTRUCTIONS

1. UBS PaineWebber shall enter a sell order for the specified Sale Amount (as defined below) for the account of Seller on each specified Sale Day (as defined below) at the specified Sale Price (as defined below), subject to the following restrictions:

In no event shall UBS PaineWebber sell any shares of Stock pursuant to the Trading Plan prior to January 15, 2003.

2. The "Sale Day", "Sale Amount", and "Sale Price", are specified below:

Each month, including January 2003, enter an order to sell 900 shares at a limit price of \$11. In the event the Issuer's stock is trading at or above \$13.00 during any calendar month, enter an order to sell an additional 400 shares. In the event the Issuer's stock is trading at or above \$15.00 during any calendar month, enter an order to sell an additional 400 shares. In the event the Issuer's stock is trading at or above \$17.00 during any calendar month, enter an order to sell an additional 800 shares. In the event the Issuer's stock is trading at or above \$20.00 during any calendar month, enter an order to sell an additional 800 shares.

3. The limit order entered pursuant to this Trading Plan will be entered as a GTC order (good until cancelled), *provided, however*, that no GTC orders will last for more than 365 days, at which time any GTC order that has not been filled will be cancelled and reentered.
4. The Sale Amount and the Sale Price shall be adjusted automatically on a proportionate basis to take into account any stock split, reverse stock split or stock dividend with respect to the Stock or any change in capitalization with respect to Issuer that occurs while the Trading Plan is in effect.
5. A "Trading Day" is any day during the Plan Sales Period that the NASDAQ (the "Principal U.S. Market") is open for business and the Stock trades regular way on the Principal U.S. market; provided, however, that a "Trading Day" shall mean only that day's regular trading session of the Principal U.S. Market and shall not include any extended-hours or after-hours trading sessions that the Principal U.S. Market may allow.



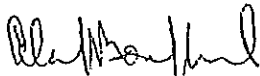
EXHIBIT A (Cont'd.)

Elizabeth M. Snowden  
Name: Elizabeth M. Snowden  
Title: Trustee for The Bradford Irrevocable Trust

12/12/02  
Date:

**EXHIBIT B**  
**ISSUER CERTIFICATE**

1. Boston Communicaions Group's Insider Trading Policy is consistent with and allows for the use of Rule 10b5-1 Trading Plans, and we have read the plan dated December 16, 2002 to be entered into by The Bradford Irrevocable Trust ("Seller") and do not object to it.
2. Issuer acknowledges that Seller has authorized UBS PaineWebber to serve as Seller's agent and attorney-in-fact to exercise certain Options to purchase the Stock from time to time pursuant to the Trading Plan. Issuer agrees to accept, acknowledge and effect the exercise of such Options by UBS PaineWebber and the delivery of the underlying Stock to UBS PaineWebber (free of any legend or statement restricting its transferability to a buyer) upon receipt of a completed Stock Option Exercise Form in the form attached to the Trading Plan as Exhibit E.



Name: Alan J. Bouffard

Title: Vice President & General Counsel

12/16/02

Date

**EXHIBIT C**

**This Exhibit C may not be amended except in accordance with the Trading Plan**

**RULE 144 LETTER**

UBS PaineWebber Incorporated  
Attn: Sean Huss  
299 Park Ave, 26<sup>th</sup> floor  
New York, NY 10171

Boston Communicatians Group  
General Counsel  
100 Sylvan Rd Suite 100  
Woburn, MA 1801

Ladies and Gentlemen:

In conjunction with my order to sell shares of common stock, par value \$0.01 per share, of Boston Communicatians Group ("Issuer") ("the Stock"), through you as broker or dealer for my account pursuant to the Rule 10b5-1 Trading Plan dated December 16, 2002 (the "Trading Plan"), under the Securities Exchange Act of 1934, as amended (the "Exchange Act"), I advise you as follows:

1. During the next thirteen months following the date of this letter, I intend to sell Stock pursuant to Rule 10b5-1. I intend for UBS PaineWebber to adhere to the Trading Plan without alteration or modification during the above-stated period.
2. I am an affiliate of the Issuer.
3. The number of shares of Stock, which I have ordered you to sell as broker or dealer for my account, will conform to the Sales Instructions in Exhibit A of the Trading Plan.
4. I have verified that Issuer has been subject to the Securities and Exchange Commission (the "SEC") information reporting requirements pursuant to the Exchange Act for at least the preceding 90 days and has filed all required periodic reports during the 12 months preceding the first sale or during any shorter period that the SEC may require. As of the date of the Trading Plan, I did not know of any material nonpublic information concerning Issuer.
5. [Intentionally Omitted]
6. a) I have not solicited or arranged for the solicitation of any orders to buy in anticipation or in connection with my proposed sales.  
b) I have made no payments to any other person in connection with your execution of my order.  
c) I have not agreed to act in concert with any other person in connection with my proposed sales.
7. It is my bona fide intention to sell the Stock as expressly prescribed in the Trading Plan pursuant to the Plan.
8. I understand that the payment of the proceeds of the sales will be delayed until the shares of Stock are transferred and delivered free of restrictions to UBS PaineWebber.

 UBS PaineWebber

9. All capitalized terms used in this Rule 144 Letter shall have the meanings ascribed to them in the Trading Plan.

The undersigned agrees to notify UBS PaineWebber immediately if any of the above representations become inaccurate before the sales are completed.

Very truly yours,

<u>Elizabeth M. Snowden</u>		Elizabeth M. Snowden	For The Bradford
Signature of Seller		Print Name	Irrevocable Trust
<u>380 Inca Pkwy Boulder CO 80303</u>		<u>12/12/02</u>	
Seller's Address		Date:	

**EXHIBIT D****STOCK OPTION PROVISIONS**

This Exhibit D may not be amended except in accordance with the Trading Plan.

1. Options To Be Exercised Under the Trading Plan.

Number of Options	Designation Number / Grant Date	Strike Price	Expiration Date
20,000	320-42PYNQ 2-10-08	\$7.0020	2-10-2008

2. Seller's Representations and Warranties.

- (a) Seller represents and warrants that the Options listed above are held free and clear without liens, security interests or other encumbrances or limitations on exercise of the vested portion thereof, other than the requirement that Seller comply with the exercise provisions of such Options; and
- (b) The shares of Stock acquired through exercise of the Options shall be held free and clear by Seller without liens, security interests or other encumbrances or limitations on disposition

3. Delivery.

- (a) Seller agrees to complete, execute and deliver to UBS PaineWebber Stock Option Exercise Notices, in the form attached hereto as Exhibit E, for the exercise of Options pursuant to the Trading Plan at such times and in such numbers as UBS PaineWebber shall request. Seller hereby authorizes UBS PaineWebber to deliver such Stock Option Exercise Notices to Issuer on Seller's behalf as necessary to effectuate such exercises and settle the sales of Stock underlying such Options under the Trading Plan. Seller agrees to make appropriate arrangements to ensure that Stock received upon the exercise of Options shall be delivered to the Plan Account promptly after Issuer's receipt of the applicable Stock Option Exercise Form.

- (b) UBS PaineWebber shall be relieved of its obligation to exercise Options and sell Stock as otherwise required at any time when Seller has failed to deliver Stock Options Exercise Notices or underlying shares.

4. Exercise.

- (a) On each day that sales are to be made under the Trading Plan, UBS PaineWebber shall exercise a sufficient number of Options to effect such sales in the manner specified below:

Exercise first those Options with the lowest exercise price.

- (b) UBS PaineWebber shall, in connection with the exercise of Options, remit to Issuer the exercise price along with such amounts as may be necessary to satisfy withholding obligations. These amounts shall be deducted from the proceeds of sale of the Stock, together with late fees, if applicable.
- (c) UBS PaineWebber shall in no event exercise any Option if, at the time of exercise, the exercise price of the Option (plus fees and commissions) is equal to or higher than the market price of the Stock.



**EXHIBIT E**

**EMPLOYEE STOCK OPTION EXERCISE NOTICE**

**I. Instructions to Issuer**

A. This constitutes notice under the stock option plan of Boston Communicat~~ions~~ Group ("Issuer") that I elect to exercise my option to purchase \_\_\_\_\_ shares of common stock (the "Stock") at an exercise price of \$ \_\_\_\_\_ per share.

B. I hereby irrevocably authorize Issuer to (*check one*):

☐ (1) register the certificate(s) representing the Stock in the name of [ ] (Federal Tax ID # [ ]); and

(2) deliver the certificate(s) to UBS PaineWebber at [ ], [ ], [ ] [ ] (Attn: Transfer Department) for deposit into my Plan Account, Account #: \_\_\_\_\_.

**-OR-**

☐ deliver shares to UBS PaineWebber through the Depository Trust Company (DTC).

UBS PaineWebber DTC#: \_\_\_\_\_  
 Account #: \_\_\_\_\_

\_\_\_\_\_  
 Name: Elizabeth M. Snowden  
 For The Bradford Irrevocable Trust  
 Title: Trustee

\_\_\_\_\_  
 Date:

**II. Issuer's Acknowledgment of Option Exercise**

A. Boston Communicat~~ions~~ Group ("Issuer") acknowledges receipt of a valid option exercise notice from The Bradford Irrevocable Trust ("Optionee") covering the exercise of \_\_\_\_\_ shares of Issuer's common stock.

B. In consideration of UBS PaineWebber making a payment of \$ \_\_\_\_\_ to cover the cost of exercise (including taxes, if any) of the Optionee's option to purchase the shares from



Issuer, Issuer agrees to promptly issue and deliver the shares registered in the name of UBS PaineWebber for the Optionee's account.

C. Funds should be delivered (*check one*):

- |                          |               |       |                |
|--------------------------|---------------|-------|----------------|
| <input type="checkbox"/> | via check to: | _____ | (company name) |
| <input type="checkbox"/> | via wire to:  | _____ | (bank name)    |
|                          | ABA #         | _____ | (nine digits)  |
|                          | Account #     | _____ | (company name) |

D. Issuer represents that the shares will be issued pursuant to an effective registration statement and that the shares will be free of any restrictive legend.

\_\_\_\_\_  
Name: Leslie Apony

Title:

\_\_\_\_\_  
Date:



## Rule 10b5-1 Trading Plan

The Sophie Trust ("Seller") adopts this Trading Plan dated December 16, 2002 (the "Trading Plan") with respect to the "Stock" (defined below) with UBS PaineWebber Inc. ("UBS PaineWebber") for the purpose of establishing a trading plan that complies with Rule 10b5-1(c)(1) under the Securities Exchange Act of 1934, as amended (the "Exchange Act").

Seller and UBS PaineWebber agree as follows:

1. Specific Plan of Sale. UBS PaineWebber, acting as agent, agrees to effect sales of Stock on behalf of Seller in accordance with the specific instructions set forth in Exhibit A (the "Sales Instructions"). The term "Stock" means the Class A common stock, par value \$0.01 per share, of Boston Communications Group ("Issuer") (symbol: BCGI), including Stock that Seller has the right to acquire under the outstanding stock options issued by Issuer listed on Exhibit D (the "Options"), and includes any class or series of common stock of Issuer into which the Stock is converted whether pursuant to a reclassification, reorganization, reincorporation or similar event.
2. Fees/Commissions. Seller shall pay UBS PaineWebber \$0.06 per share of Stock sold; with such amounts to be deducted by UBS PaineWebber from the proceeds of sales under this Trading Plan.
3. Seller's Representations and Warranties. Seller represents and warrants that:
  - (a) Seller is not aware of any material nonpublic information concerning Issuer or any securities of Issuer;
  - (b) Seller is entering into this Trading Plan in good faith and not as part of a plan or scheme to evade the prohibitions of Rule 10b5-1;
  - (c) Seller has informed Issuer of this Trading Plan and has furnished Issuer with a copy, and Seller has determined that this Trading Plan is consistent with Issuer's insider trading policy;
  - (d) Seller has disclosed to UBS PaineWebber any agreements that Seller is currently party to, or within the past 60 days, has been party to, with another broker, dealer or financial institution (each, a "Financial Institution") entered into for the purpose of establishing a trading plan that complies with Rule 10b5-1;
  - (e) Seller is not subject to any legal, regulatory or contractual restriction or undertaking that would prevent UBS PaineWebber from conducting sales in accordance with this Trading Plan;
  - (f) the Stock to be sold under this Trading Plan is owned free and clear by Seller and is not subject to any liens, security interests or other encumbrances or limitations on dispositions, other than those imposed by Rule 144 or Rule 145, if applicable;
  - (g) Seller has had an opportunity to consult with Seller's own advisors as to the legal, tax, financial and other aspects of this Trading Plan, including this Trading Plan's compliance with Rule 10b5-1 and applicable state law. Seller has not received or



relied on any representations from UBS PaineWebber concerning this Trading Plan's compliance with Rule 10b5-1.

4. Agreements by Seller. Seller acknowledges and agrees to the following provisions:
  - (a) Brokerage Account. Seller shall open a sole-purpose UBS PaineWebber brokerage account prior to the execution of sales under this Trading Plan in the name of and for the benefit of Seller (the "Plan Account").
  - (b) Delivery of Stock. Seller shall deliver all shares of Stock to be sold pursuant to this Trading Plan into the Plan Account prior to the commencement of any sales under this Trading Plan.
  - (c) Hedging Transactions. While this Trading Plan is in effect, Seller shall comply with the prohibition set forth in Rule 10b5-1(c)(1)(i)(C) against entering into or altering a corresponding or hedging transaction or position with respect to the Stock.
  - (d) Notice to UBS PaineWebber. Seller shall notify UBS PaineWebber to terminate or suspend sales, as appropriate, as soon as practicable upon the occurrence of any of the events contemplated in paragraph 7(a) or (b) or paragraph 8(c).
  - (e) Communications. Seller shall not, directly or indirectly, communicate any material nonpublic information relating to the Stock or Issuer to any employee of the UBS PaineWebber 10b5-1 Group or any UBS PaineWebber Financial Advisor.
  - (f) Compliance with Applicable Laws and Required Exchange Act Filings. Seller shall comply with all applicable laws, rules and regulations, and Seller shall make all filings required under Sections 13 and 16 of the Exchange Act in a timely manner.
  - (g) No Influence. Seller does not have, and shall not attempt to exercise, any influence over how, when or whether to effect sales of Stock pursuant to this Trading Plan.
  - (h) Stock Non-Marginable. The Stock is not marginable and may not be used by Seller as collateral for any purpose.
  - (i) Execution, Average Pricing and Pro Rata Allocation of Sales. UBS PaineWebber may sell Stock on any national securities exchange, in the over-the-counter market, on an automated trading system or otherwise. UBS PaineWebber or one of its affiliates may make a market in the Stock and may act as principal in executing sales under the Trading Plan. To the extent that UBSPW administers other trading plans relating to Issuer's securities, UBSPW may aggregate orders for Seller with orders under other sellers' trading plans for execution in a block and allocate an average price to each seller. In the event of partial execution of block orders, UBS PaineWebber shall allocate the proceeds of all Stock actually sold on a particular day pursuant to all Rule 10b5-1 trading plans concerning Issuer's securities that UBS PaineWebber manages pro rata based on the ratio of (x) the number of shares to be sold pursuant to the order instructions of each



Trading Plan to (y) the total number of shares to be sold under all Trading Plans having the same type of order instructions.

- (j) Exclusivity. Until this Trading Plan has been terminated, Seller shall not enter into any agreement with, give any instructions to, or adopt a plan for trading with another Financial Institution with respect to purchase or sale of the Stock or the Options for the purpose of establishing a trading plan that complies with Rule 10b5-1.
  - (k) Acknowledgment of Relief from Obligation to Effect Sales. UBS PaineWebber shall be relieved of its obligation to sell Stock as otherwise required by paragraph 1 above at any time when:
    - (i) UBS PaineWebber has determined that (A) it is prohibited from doing so by a legal, contractual or regulatory restriction applicable to it or its affiliates or to Seller or Seller's affiliates; or (B) a material adverse change in the financial markets, in the market activity in the Stock or in the internal systems of UBS PaineWebber or one of its affiliates, an outbreak or escalation of hostilities or other crisis or calamity has occurred (in each case, the effect of which is such as to make it, in the sole judgment of UBS PaineWebber, impracticable for UBS PaineWebber to sell Stock); or (C) a trading suspension with respect to the Stock by the Securities and Exchange Commission or the Principal U.S. Market (defined in Exhibit A) or a delisting of the Stock or a banking moratorium has occurred; if UBS PaineWebber cannot effect a sale for any of such reasons, UBS PaineWebber shall effect such sale as promptly as practical after the cessation or termination of such cause, subject to the restrictions set forth in paragraph 1 of Exhibit A;
    - (ii) This Trading Plan is suspended in accordance with paragraph 7 below;
    - (iii) This Trading Plan is terminated in accordance with paragraph 8 below;
5. Rule 144 and Rule 145. With respect to sales of Stock subject to Rule 144 or Rule 145, Seller and UBS PaineWebber agree to comply with the following provisions:
- (a) Agreements by Seller Regarding Rule 144 and Rule 145.
    - (i) Seller agrees not to take, and agrees to cause any person or entity with which Seller would be required to aggregate sales of Stock pursuant to Rule 144(a)(2) or (e) not to take, any action that would cause the sales hereunder not to meet all applicable requirements of Rule 144 or Rule 145.
    - (ii) Seller agrees to complete, execute and deliver to UBS PaineWebber Forms 144 for sales to be effected under the Trading Plan at such times and in such numbers as UBS PaineWebber shall request. Seller hereby grants UBS PaineWebber a power of attorney to complete and file on behalf of Seller any required Forms 144. The remarks section of each Form 144 filed shall include a statement to the effect that the shares covered by the Form 144 are being sold pursuant to a Rule 10b5-1 trading plan dated as of the date hereof, and the representation regarding the



seller's knowledge of material nonpublic information speaks as of that plan adoption date.

- (iii) Seller agrees to complete, execute and deliver to UBS PaineWebber Rule 144 Seller's Representation Letters (in the form attached as Exhibit C) for sales to be effected under the Trading Plan at such times and in such numbers as UBS PaineWebber shall request.

(b) Agreements by UBS PaineWebber Regarding Rule 144 and Rule 145.

- (i) UBS PaineWebber agrees to conduct all sales pursuant to the Trading Plan in accordance with the manner of sale requirement of Rule 144. UBS PaineWebber shall not effect any sales that it knows would exceed the then-applicable volume limitation under Rule 144.
- (ii) UBS PaineWebber agrees to file such Forms 144 furnished by Seller pursuant to paragraph 5(a)(ii) on behalf of Seller as required by applicable law. UBS PaineWebber shall make one Form 144 filing at the beginning of each three-month period, commencing upon the first Sale Day under the Trading Plan.
- (iii) UBS PaineWebber agrees to submit such Rule 144 Seller's Representation Letters furnished by Seller pursuant to paragraph 5(a)(iii) on behalf of Seller as required by Issuer's transfer agent.
- (iv) Seller shall make and shall be solely responsible for all filings required under Sections 13(d) and 16 of the Exchange Act in connection with sales of Stock pursuant to the Trading Plan, and Seller acknowledges that UBS PaineWebber shall not make any such filings and shall have no liability to Seller in connection with or related to any such filings.

6. Options. Seller and UBS PaineWebber agree to the provisions regarding the exercise of Options contained in Exhibit D.

7. Suspension. Sales under this Trading Plan shall be suspended as follows:

- (a) Promptly after the date on which UBS PaineWebber receives notice from Seller or Issuer of legal, contractual or regulatory restrictions applicable to Seller or Seller's affiliates that would prevent UBS PaineWebber from selling Stock under this Trading Plan (such notice merely stating that there is a restriction applicable to Seller without specifying the reasons for the restriction), including a restriction based on Seller's awareness of material nonpublic information in connection with a tender offer for Issuer's securities (transactions on the basis of which Rule 14e-3 of the Exchange Act could be violated).
- (b) In the event of a Qualifying Securities Offering, promptly after the date on which UBS PaineWebber receives notice from Issuer or Seller of the Suspension Date until UBS PaineWebber receives notice from Issuer or Seller of the Resumption Date; *provided, however*, that (i) Seller certifies that Seller has no control over the Suspension Date or the Resumption Date, and (ii) if Seller is unable to make such certification then this paragraph shall result in a termination of the Trading Plan, rather than suspension.





“Qualifying Securities Offering” means any offering of securities of Issuer for cash in which the lead underwriter, lead manager, initial purchaser, placement agent or other entity performing a similar function (each, an “Underwriter”) requires Seller to agree to restrict Seller’s ability to effect Sales pursuant to this Trading Plan.

“Suspension Date” means the date on which a preliminary prospectus, offering memorandum, offering circular or other disclosure document (each, a “Preliminary Offering Document”) is first used to market securities of Issuer by the Underwriter, or if a Preliminary Offering Document is not used, the date on which the underwriting agreement, purchase agreement, placement agent agreement or similar agreement (each, an “Underwriting Agreement”) is entered into by the Underwriter and Issuer.

“Resumption Date” means the day immediately following the expiration of the time period during which Seller was restricted from effecting Sales pursuant to this Trading Plan in accordance with the Underwriting Agreement.

- (c) In the event that the UBS PaineWebber 10b5-1 Group becomes aware of material nonpublic information concerning Issuer or the Stock, UBS PaineWebber may be required by applicable law or, in its sole discretion, find it advisable, to suspend sales under this Trading Plan. In such case, UBS PaineWebber shall promptly notify Seller of the suspension of sales under this Trading Plan.
8. Termination. This Trading Plan will terminate on the earliest to occur of the following (the “Plan Sales Period”):
- (a) on December 31, 2003;
  - (b) promptly after the date on which UBS PaineWebber receives notice from Seller of the termination of this Trading Plan, in which case, Seller agrees to notify the Issuer promptly of such termination;
  - (c) upon the reasonable determination by UBS PaineWebber, or promptly after the reasonable determination by Seller and notice to UBS PaineWebber, that this Trading Plan does not comply with Rule 10b5-1;
  - (d) promptly after the date UBS PaineWebber is notified of the death of Seller;
  - (e) immediately in the event that Seller fails to deliver any Stock pursuant to paragraph 4(b) or fails to satisfy the delivery requirements with respect to Options set forth in Exhibit D; or
  - (f) the date that the aggregate number of shares of Stock sold pursuant to this Trading Plan reaches 20,000 shares.
9. Indemnification; Limitation of Liability.
- (a) Indemnification.
    - (i) Seller agrees to indemnify and hold harmless UBS PaineWebber and its directors, officers, employees and affiliates from and against all claims, losses, damages and liabilities (including, without limitation, any legal or

# UBS PaineWebber

other expenses reasonably incurred in connection with defending or investigating any such action or claim) (collectively, "Losses") arising out of or attributable to (A) UBS PaineWebber's actions taken or not taken in compliance with this Trading Plan, (B) any breach by Seller of this Trading Plan (including Seller's representations and warranties hereunder), or (C) any violation by Seller of applicable laws or regulations. This indemnification shall survive termination of this Trading Plan.

- (ii) UBS PaineWebber agrees to indemnify and hold harmless Seller from and against all Losses arising out of or attributable to the gross negligence or willful misconduct of UBS PaineWebber in connection with this Trading Plan.

(b) Limitation of Liability.

- (i) Notwithstanding any other provision hereof, UBS PaineWebber shall not be liable to Seller, and Seller shall not be liable to UBS PaineWebber, for: (A) special, indirect, punitive, exemplary or consequential damages, or incidental losses or damages of any kind, even if advised of the possibility of such losses or damages or if such losses or damages could have been reasonably foreseen; or (B) any failure to perform or to cease performance or any delay in performance that results from a cause or circumstance that is beyond its reasonable control, including, but not limited to, failure of electronic or mechanical equipment, strikes, failure of common carrier or utility systems, severe weather, market disruptions or other causes commonly known as "acts of God"
- (ii) Notwithstanding any other provision hereof, UBS PaineWebber shall not be liable to Seller for (A) the exercise of discretionary authority or discretionary control under this Trading Plan, if any, or (B) any failure to effect a sale required by paragraph 1, except for failures to effect sales as a result of the gross negligence or willful misconduct of UBS PaineWebber.

Agreement to Arbitrate. Any dispute between Seller and UBS PaineWebber arising out of, relating to or in connection with this Trading Plan or any transaction relating to this Trading Plan shall be determined only by arbitration as provided in the UBS PaineWebber brokerage account agreement referred to in paragraph 4(a).

Notices.

- (a) All notices to UBS PaineWebber under this Trading Plan shall be provided in writing to Sean Huss UBS PaineWebber by facsimile at fax number 212-821-5536.
- (b) All notices to Seller under this Trading Plan shall be given to Edward H. Snowden by telephone at telephone number 781-904-5010, by facsimile at fax number 781-904-5602 or by certified mail to the address below:

Boston Communications Group, Inc.  
100 Sylvan Rd. Suite 100  
Woburn, MA 01801



- (c) Seller hereby instructs and authorizes UBS PaineWebber to send duplicate copies of all confirmations of trades made under this Trading Plan to the Issuer at the following address:

Leslie Apony  
Boston Communications Group  
100 Sylvan Rd Suite 100  
Woburn, MA 01801

- (d) UBS PaineWebber will provide notification of all sales of Stock and exercise of Options under this Trading Plan to Seller and to Issuer by e-mail at the below addresses by 6 p.m. (ET) on the date of execution on a best efforts basis, with a final report by 12 p.m. (ET) on the following business day. Seller and Issuer agree to notify UBS PaineWebber in writing of any changes to the contact information provided.

esnowden@bcgi.net  
lapony@bcgi.net

12. Amendments and Modifications. This Trading Plan and the Exhibits hereto may be amended by Seller only upon the written consent of UBS PaineWebber and receipt by UBS PaineWebber of the following documents, each dated as of the date of such amendment:
- (a) a certificate signed by Seller, certifying that the representations and warranties of Seller contained in this Trading Plan are true at and as of the date of such certificate as if made at and as of such date; and
  - (b) an issuer certificate completed by Issuer substantially in the form of Exhibit B.
13. Inconsistency with Law. If any provision of this Trading Plan is or becomes inconsistent with any applicable present or future law, rule or regulation, that provision will be deemed modified or, if necessary, rescinded in order to comply with the relevant law, rule or regulation. All other provisions of this Trading Plan will continue and remain in full force and effect.
14. Governing Law. This Trading Plan shall be governed by and construed in accordance with the internal laws of the State of New York.
15. Entire Agreement. This Trading Plan, including Exhibits, and the brokerage account agreement referred to in paragraph 4(a) above, constitute the entire agreement between the parties with respect to this Trading Plan and supercede any prior agreements or understandings with regard to this Trading Plan.
16. Counterparts. This Trading Plan may be signed in any number of counterparts, each of which shall be an original, with the same effect as if the signatures thereto and hereto were upon the same instrument.



NOTICE: THIS AGREEMENT CONTAINS A PREDISPUTE ARBITRATION CLAUSE IN PARAGRAPH 10.

IN WITNESS WHEREOF, the undersigned have signed this Trading Plan as of the date first written above.

ELIZABETH M. SNOWDEN

*For The Sophie Trust*

A handwritten signature in cursive script that reads "Elizabeth M. Snowden".

Name: Elizabeth M. Snowden

Title: Co-Trustee

12/12/02  
Date:

JANE G. SNOWDEN

*For The Sophie Trust*

A handwritten signature in cursive script that reads "Jane G. Snowden".

Name: Jane G. Snowden

Title: Co-Trustee

12/15/02  
Date:

UBS PAINE WEBBER INCORPORATED

\_\_\_\_\_  
Name: Timothy Kelly

Title: Senior Vice President

\_\_\_\_\_  
Date:

\_\_\_\_\_  
Name: Larry Gore

Title: Managing Director

\_\_\_\_\_  
Date:



## EXHIBIT A

This Exhibit A may not be amended except in accordance with the Trading Plan.

### SPECIFIC INSTRUCTIONS

1. UBS PaineWebber shall enter a sell order for the specified Sale Amount (as defined below) for the account of Seller on each specified Sale Day (as defined below) at the specified Sale Price (as defined below), subject to the following restrictions:

In no event shall UBS PaineWebber sell any shares of Stock pursuant to the Trading Plan prior to January 15, 2003.

2. The "Sale Day", "Sale Amount", and "Sale Price", are specified below:

Each month, including January 2003, enter an order to sell 900 shares at a limit price of \$11. In the event the Issuer's stock is trading at or above \$13.00 during any calendar month, enter an order to sell an additional 400 shares. In the event the Issuer's stock is trading at or above \$15.00 during any calendar month, enter an order to sell an additional 400 shares. In the event the Issuer's stock is trading at or above \$17.00 during any calendar month, enter an order to sell an additional 800 shares. In the event the Issuer's stock is trading at or above \$20.00 during any calendar month, enter an order to sell an additional 800 shares.

3. The limit order entered pursuant to this Trading Plan will be entered as a GTC order (good until cancelled), *provided, however*, that no GTC orders will last for more than 365 days, at which time any GTC order that has not been filled will be cancelled and reentered.
4. The Sale Amount and the Sale Price shall be adjusted automatically on a proportionate basis to take into account any stock split, reverse stock split or stock dividend with respect to the Stock or any change in capitalization with respect to Issuer that occurs while the Trading Plan is in effect.
5. A "Trading Day" is any day during the Plan Sales Period that the NASDAQ (the "Principal U.S. Market") is open for business and the Stock trades regular way on the Principal U.S. market; provided, however, that a "Trading Day" shall mean only that day's regular trading session of the Principal U.S. Market and shall not include any extended-hours or after-hours trading sessions that the Principal U.S. Market may allow.

EXHIBIT A (Cont'd.)

Elizabeth M Snowden  
Name: Elizabeth M. Snowden  
Title: Co-Trustee for The Sophie Trust

12/12/02  
Date:

Jane G. Snowden  
Name: Jane G. Snowden  
Title: Co-Trustee for The Sophie Trust

12/15/02  
Date:





**EXHIBIT B**  
**ISSUER CERTIFICATE**

1. Boston Communications Group's Insider Trading Policy is consistent with and allows for the use of Rule 10b5-1 Trading Plans, and we have read the plan dated December 16, 2002 to be entered into by The Sophie Trust ("Seller") and do not object to it.
2. Issuer acknowledges that Seller has authorized UBS PaineWebber to serve as Seller's agent and attorney-in-fact to exercise certain Options to purchase the Stock from time to time pursuant to the Trading Plan. Issuer agrees to accept, acknowledge and effect the exercise of such Options by UBS PaineWebber and the delivery of the underlying Stock to UBS PaineWebber (free of any legend or statement restricting its transferability to a buyer) upon receipt of a completed Stock Option Exercise Form in the form attached to the Trading Plan as Exhibit E.

A handwritten signature in dark ink, appearing to read "Alan J. Bouffard", written over a horizontal line.

Name: Alan J. Bouffard

Title: Vice President & General Counsel

A handwritten date "12/16/02" in dark ink, written over a horizontal line.

Date



EXHIBIT C

This Exhibit C may not be amended except in accordance with the Trading Plan

RULE 144 LETTER

UBS PaineWebber Incorporated  
Attn: Sean Huss  
299 Park Ave, 26<sup>th</sup> floor  
New York, NY 10171

Boston Communicatians Group  
General Counsel  
100 Sylvan Rd Suite 100  
Woburn, MA 1801

Ladies and Gentlemen:

In conjunction with my order to sell shares of common stock, par value \$0.01 per share, of Boston Communicatians Group ("Issuer") ("the Stock"), through you as broker or dealer for my account pursuant to the Rule 10b5-1 Trading Plan dated December 16, 2002 (the "Trading Plan"), under the Securities Exchange Act of 1934, as amended (the "Exchange Act"), I advise you as follows:

1. During the next thirteen months following the date of this letter, I intend to sell Stock pursuant to Rule 10b5-1. I intend for UBS PaineWebber to adhere to the Trading Plan without alteration or modification during the above-stated period.
2. I am an affiliate of the Issuer.
3. The number of shares of Stock, which I have ordered you to sell as broker or dealer for my account, will conform to the Sales Instructions in Exhibit A of the Trading Plan.
4. I have verified that Issuer has been subject to the Securities and Exchange Commission (the "SEC") information reporting requirements pursuant to the Exchange Act for at least the preceding 90 days and has filed all required periodic reports during the 12 months preceding the first sale or during any shorter period that the SEC may require. As of the date of the Trading Plan, I did not know of any material nonpublic information concerning Issuer.
5. [Intentionally Omitted]
6. a) I have not solicited or arranged for the solicitation of any orders to buy in anticipation or in connection with my proposed sales.  
b) I have made no payments to any other person in connection with your execution of my order.  
c) I have not agreed to act in concert with any other person in connection with my proposed sales.
7. It is my bona fide intention to sell the Stock as expressly prescribed in the Trading Plan pursuant to the Plan.
8. I understand that the payment of the proceeds of the sales will be delayed until the shares of Stock are transferred and delivered free of restrictions to UBS PaineWebber.



9. All capitalized terms used in this Rule 144 Letter shall have the meanings ascribed to them in the Trading Plan.

The undersigned agrees to notify UBS PaineWebber immediately if any of the above representations become inaccurate before the sales are completed.

Very truly yours,

<u>Elizabeth M. Snowden</u>		Elizabeth M. Snowden	for The
Signature of Seller		Print Name	Sophie Trust
<u>380 Inca Pkwy Boulder CO 80303</u>		<u>12/12/02</u>	
Seller's Address		Date:	

<u>Jane G. Snowden</u>		Jane G. Snowden	for The
Signature of Seller		Print Name	Sophie Trust
<u>15 Green St. Marlborough, MA 01745</u>		<u>12/15/02</u>	
Seller's Address		Date:	



## EXHIBIT D

## STOCK OPTION PROVISIONS

This Exhibit D may not be amended except in accordance with the Trading Plan.

1. Options To Be Exercised Under the Trading Plan.

Number of Options	Designation Number / Grant Date	Strike Price	Expiration Date
20,000	380-98A/NQ <sup>2-10-08</sup>	\$7.0620	2-10-2008

2. Seller's Representations and Warranties.

- (a) Seller represents and warrants that the Options listed above are held free and clear without liens, security interests or other encumbrances or limitations on exercise of the vested portion thereof, other than the requirement that Seller comply with the exercise provisions of such Options; and
- (b) The shares of Stock acquired through exercise of the Options shall be held free and clear by Seller without liens, security interests or other encumbrances or limitations on disposition

3. Delivery.

- (a) Seller agrees to complete, execute and deliver to UBS PaineWebber Stock Option Exercise Notices, in the form attached hereto as Exhibit E, for the exercise of Options pursuant to the Trading Plan at such times and in such numbers as UBS PaineWebber shall request. Seller hereby authorizes UBS PaineWebber to deliver such Stock Option Exercise Notices to Issuer on Seller's behalf as necessary to effectuate such exercises and settle the sales of Stock underlying such Options under the Trading Plan. Seller agrees to make appropriate arrangements to ensure that Stock received upon the exercise of Options shall be delivered to the Plan Account promptly after Issuer's receipt of the applicable Stock Option Exercise Form.



- (b) UBS PaineWebber shall be relieved of its obligation to exercise Options and sell Stock as otherwise required at any time when Seller has failed to deliver Stock Options Exercise Notices or underlying shares.

4. Exercise.

- (a) On each day that sales are to be made under the Trading Plan, UBS PaineWebber shall exercise a sufficient number of Options to effect such sales in the manner specified below:

Exercise first those Options with the lowest exercise price.

- (b) UBS PaineWebber shall, in connection with the exercise of Options, remit to Issuer the exercise price along with such amounts as may be necessary to satisfy withholding obligations. These amounts shall be deducted from the proceeds of sale of the Stock, together with late fees, if applicable.
- (c) UBS PaineWebber shall in no event exercise any Option if, at the time of exercise, the exercise price of the Option (plus fees and commissions) is equal to or higher than the market price of the Stock.



**EXHIBIT E**  
**EMPLOYEE STOCK OPTION EXERCISE NOTICE**

**I. Instructions to Issuer**

A. This constitutes notice under the stock option plan of Boston Communications Group ("Issuer") that I elect to exercise my option to purchase \_\_\_\_\_ shares of common stock (the "Stock") at an exercise price of \$\_\_\_\_\_ per share.

B. I hereby irrevocably authorize Issuer to (*check one*):

☐ (1) register the certificate(s) representing the Stock in the name of [ ] (Federal Tax ID #[ ]); and

(2) deliver the certificate(s) to UBS PaineWebber at  
[ ], [ ], [ ] [ ]  
(Attn: Transfer Department) for deposit into my Plan Account,  
Account #: \_\_\_\_\_.

**-OR-**

☐ deliver shares to UBS PaineWebber through the Depository Trust Company (DTC).

UBS PaineWebber DTC#: \_\_\_\_\_  
Account #: \_\_\_\_\_

\_\_\_\_\_  
Name: Jane G. Snowden  
For The Sophie Trust  
Title: co-Trustee

\_\_\_\_\_  
Date:

**II. Issuer's Acknowledgment of Option Exercise**

A. Boston Communications Group ("Issuer") acknowledges receipt of a valid option exercise notice from The Sophie Trust ("Optionee") covering the exercise of \_\_\_\_\_ shares of Issuer's common stock.

B. In consideration of UBS PaineWebber making a payment of \$\_\_\_\_\_ to cover the cost of exercise (including taxes, if any) of the Optionee's option to purchase the shares from





UBS PaineWebber

Issuer, Issuer agrees to promptly issue and deliver the shares registered in the name of UBS PaineWebber for the Optionee's account.

C. Funds should be delivered (*check one*):-

- |                          |               |       |                |
|--------------------------|---------------|-------|----------------|
| <input type="checkbox"/> | via check to: | _____ | (company name) |
| <input type="checkbox"/> | via wire to:  | _____ | (bank name)    |
|                          | ABA #         | _____ | (nine digits)  |
|                          | Account #     | _____ | (company name) |

D. Issuer represents that the shares will be issued pursuant to an effective registration statement and that the shares will be free of any restrictive legend.

\_\_\_\_\_  
Name: Leslie Apony

Title:

\_\_\_\_\_  
Date:



## Rule 10b5-1 Trading Plan

Edward H. Snowden ("Seller") adopts this Trading Plan dated December 16, 2002 (the "Trading Plan") with respect to the "Stock" (defined below) with UBS PaineWebber Inc. ("UBS PaineWebber") for the purpose of establishing a trading plan that complies with Rule 10b5-1(c)(1) under the Securities Exchange Act of 1934, as amended (the "Exchange Act").

Seller and UBS PaineWebber agree as follows:

1. *Specific Plan of Sale.* UBS PaineWebber, acting as agent, agrees to effect sales of Stock on behalf of Seller in accordance with the specific instructions set forth in Exhibit A (the "Sales Instructions"). The term "Stock" means the Class A common stock, par value \$0.01 per share, of Boston Communications Group ("Issuer") (symbol: BCGI), including Stock that Seller has the right to acquire under the outstanding stock options issued by Issuer listed on Exhibit D (the "Options"), and includes any class or series of common stock of Issuer into which the Stock is converted whether pursuant to a reclassification, reorganization, reincorporation or similar event.
2. *Fees/Commissions.* Seller shall pay UBS PaineWebber \$0.06 per share of Stock sold; with such amounts to be deducted by UBS PaineWebber from the proceeds of sales under this Trading Plan.
3. *Seller's Representations and Warranties.* Seller represents and warrants that:
  - (a) Seller is not aware of any material nonpublic information concerning Issuer or any securities of Issuer;
  - (b) Seller is entering into this Trading Plan in good faith and not as part of a plan or scheme to evade the prohibitions of Rule 10b5-1;
  - (c) Seller has informed Issuer of this Trading Plan and has furnished Issuer with a copy, and Seller has determined that this Trading Plan is consistent with Issuer's insider trading policy;
  - (d) Seller has disclosed to UBS PaineWebber any agreements that Seller is currently party to, or within the past 60 days, has been party to, with another broker, dealer or financial institution (each, a "Financial Institution") entered into for the purpose of establishing a trading plan that complies with Rule 10b5-1;
  - (e) Seller is not subject to any legal, regulatory or contractual restriction or undertaking that would prevent UBS PaineWebber from conducting sales in accordance with this Trading Plan;
  - (f) the Stock to be sold under this Trading Plan is owned free and clear by Seller and is not subject to any liens, security interests or other encumbrances or limitations on dispositions, other than those imposed by Rule 144 or Rule 145, if applicable;
  - (g) Seller has had an opportunity to consult with Seller's own advisors as to the legal, tax, financial and other aspects of this Trading Plan, including this Trading Plan's compliance with Rule 10b5-1 and applicable state law. Seller has not received or



relied on any representations from UBS PaineWebber concerning this Trading Plan's compliance with Rule 10b5-1.

4. Agreements by Seller. Seller acknowledges and agrees to the following provisions:
  - (a) Brokerage Account. Seller shall open a sole-purpose UBS PaineWebber brokerage account prior to the execution of sales under this Trading Plan in the name of and for the benefit of Seller (the "Plan Account").
  - (b) Delivery of Stock. Seller shall deliver all shares of Stock to be sold pursuant to this Trading Plan into the Plan Account prior to the commencement of any sales under this Trading Plan.
  - (c) Hedging Transactions. While this Trading Plan is in effect, Seller shall comply with the prohibition set forth in Rule 10b5-1(c)(1)(i)(C) against entering into or altering a corresponding or hedging transaction or position with respect to the Stock.
  - (d) Notice to UBS PaineWebber. Seller shall notify UBS PaineWebber to terminate or suspend sales, as appropriate, as soon as practicable upon the occurrence of any of the events contemplated in paragraph 7(a) or (b) or paragraph 8(c).
  - (e) Communications. Seller shall not, directly or indirectly, communicate any material nonpublic information relating to the Stock or Issuer to any employee of the UBS PaineWebber 10b5-1 Group or any UBS PaineWebber Financial Advisor.
  - (f) Compliance with Applicable Laws and Required Exchange Act Filings. Seller shall comply with all applicable laws, rules and regulations, and Seller shall make all filings required under Sections 13 and 16 of the Exchange Act in a timely manner.
  - (g) No Influence. Seller does not have, and shall not attempt to exercise, any influence over how, when or whether to effect sales of Stock pursuant to this Trading Plan.
  - (h) Stock Non-Marginable. The Stock is not marginable and may not be used by Seller as collateral for any purpose.
  - (i) Execution, Average Pricing and Pro Rata Allocation of Sales. UBS PaineWebber may sell Stock on any national securities exchange, in the over-the-counter market, on an automated trading system or otherwise. UBS PaineWebber or one of its affiliates may make a market in the Stock and may act as principal in executing sales under the Trading Plan. To the extent that UBSPW administers other trading plans relating to Issuer's securities, UBSPW may aggregate orders for Seller with orders under other sellers' trading plans for execution in a block and allocate an average price to each seller. In the event of partial execution of block orders, UBS PaineWebber shall allocate the proceeds of all Stock actually sold on a particular day pursuant to all Rule 10b5-1 trading plans concerning Issuer's securities that UBS PaineWebber manages pro rata based on the ratio of (x) the number of shares to be sold pursuant to the order instructions of each



Trading Plan to (y) the total number of shares to be sold under all Trading Plans having the same type of order instructions.

- (j) Exclusivity. Until this Trading Plan has been terminated, Seller shall not enter into any agreement with, give any instructions to, or adopt a plan for trading with another Financial Institution with respect to purchase or sale of the Stock or the Options for the purpose of establishing a trading plan that complies with Rule 10b5-1.
  - (k) Acknowledgment of Relief from Obligation to Effect Sales. UBS PaineWebber shall be relieved of its obligation to sell Stock as otherwise required by paragraph 1 above at any time when:
    - (i) UBS PaineWebber has determined that (A) it is prohibited from doing so by a legal, contractual or regulatory restriction applicable to it or its affiliates or to Seller or Seller's affiliates; or (B) a material adverse change in the financial markets, in the market activity in the Stock or in the internal systems of UBS PaineWebber or one of its affiliates, an outbreak or escalation of hostilities or other crisis or calamity has occurred (in each case, the effect of which is such as to make it, in the sole judgment of UBS PaineWebber, impracticable for UBS PaineWebber to sell Stock); or (C) a trading suspension with respect to the Stock by the Securities and Exchange Commission or the Principal U.S. Market (defined in Exhibit A) or a delisting of the Stock or a banking moratorium has occurred; if UBS PaineWebber cannot effect a sale for any of such reasons, UBS PaineWebber shall effect such sale as promptly as practical after the cessation or termination of such cause, subject to the restrictions set forth in paragraph 1 of Exhibit A;
    - (ii) This Trading Plan is suspended in accordance with paragraph 7 below;
    - (iii) This Trading Plan is terminated in accordance with paragraph 8 below;
5. Rule 144 and Rule 145. With respect to sales of Stock subject to Rule 144 or Rule 145, Seller and UBS PaineWebber agree to comply with the following provisions:
- (a) Agreements by Seller Regarding Rule 144 and Rule 145.
    - (i) Seller agrees not to take, and agrees to cause any person or entity with which Seller would be required to aggregate sales of Stock pursuant to Rule 144(a)(2) or (e) not to take, any action that would cause the sales hereunder not to meet all applicable requirements of Rule 144 or Rule 145.
    - (ii) Seller agrees to complete, execute and deliver to UBS PaineWebber Forms 144 for sales to be effected under the Trading Plan at such times and in such numbers as UBS PaineWebber shall request. Seller hereby grants UBS PaineWebber a power of attorney to complete and file on behalf of Seller any required Forms 144. The remarks section of each Form 144 filed shall include a statement to the effect that the shares covered by the Form 144 are being sold pursuant to a Rule 10b5-1 trading plan dated as of the date hereof, and the representation regarding the



seller's knowledge of material nonpublic information speaks as of that plan adoption date.

- (iii) Seller agrees to complete, execute and deliver to UBS PaineWebber Rule 144 Seller's Representation Letters (in the form attached as Exhibit C) for sales to be effected under the Trading Plan at such times and in such numbers as UBS PaineWebber shall request.

(b) Agreements by UBS PaineWebber Regarding Rule 144 and Rule 145.

- (i) UBS PaineWebber agrees to conduct all sales pursuant to the Trading Plan in accordance with the manner of sale requirement of Rule 144. UBS PaineWebber shall not effect any sales that it knows would exceed the then-applicable volume limitation under Rule 144.
- (ii) UBS PaineWebber agrees to file such Forms 144 furnished by Seller pursuant to paragraph 5(a)(ii) on behalf of Seller as required by applicable law. UBS PaineWebber shall make one Form 144 filing at the beginning of each three-month period, commencing upon the first Sale Day under the Trading Plan.
- (iii) UBS PaineWebber agrees to submit such Rule 144 Seller's Representation Letters furnished by Seller pursuant to paragraph 5(a)(iii) on behalf of Seller as required by Issuer's transfer agent.
- (iv) Seller shall make and shall be solely responsible for all filings required under Sections 13(d) and 16 of the Exchange Act in connection with sales of Stock pursuant to the Trading Plan, and Seller acknowledges that UBS PaineWebber shall not make any such filings and shall have no liability to Seller in connection with or related to any such filings.

6. Options. Seller and UBS PaineWebber agree to the provisions regarding the exercise of Options contained in Exhibit D.

7. Suspension. Sales under this Trading Plan shall be suspended as follows:

- (a) Promptly after the date on which UBS PaineWebber receives notice from Seller or Issuer of legal, contractual or regulatory restrictions applicable to Seller or Seller's affiliates that would prevent UBS PaineWebber from selling Stock under this Trading Plan (such notice merely stating that there is a restriction applicable to Seller without specifying the reasons for the restriction), including a restriction based on Seller's awareness of material nonpublic information in connection with a tender offer for Issuer's securities (transactions on the basis of which Rule 14e-3 of the Exchange Act could be violated).
- (b) In the event of a Qualifying Securities Offering, promptly after the date on which UBS PaineWebber receives notice from Issuer or Seller of the Suspension Date until UBS PaineWebber receives notice from Issuer or Seller of the Resumption Date; *provided, however*, that (i) Seller certifies that Seller has no control over the Suspension Date or the Resumption Date, and (ii) if Seller is unable to make such certification then this paragraph shall result in a termination of the Trading Plan, rather than suspension.



“Qualifying Securities Offering” means any offering of securities of Issuer for cash in which the lead underwriter, lead manager, initial purchaser, placement agent or other entity performing a similar function (each, an “Underwriter”) requires Seller to agree to restrict Seller’s ability to effect Sales pursuant to this Trading Plan.

“Suspension Date” means the date on which a preliminary prospectus, offering memorandum, offering circular or other disclosure document (each, a “Preliminary Offering Document”) is first used to market securities of Issuer by the Underwriter, or if a Preliminary Offering Document is not used, the date on which the underwriting agreement, purchase agreement, placement agent agreement or similar agreement (each, an “Underwriting Agreement”) is entered into by the Underwriter and Issuer.

“Resumption Date” means the day immediately following the expiration of the time period during which Seller was restricted from effecting Sales pursuant to this Trading Plan in accordance with the Underwriting Agreement.

- (c) In the event that the UBS PaineWebber 10b5-1 Group becomes aware of material nonpublic information concerning Issuer or the Stock, UBS PaineWebber may be required by applicable law or, in its sole discretion, find it advisable, to suspend sales under this Trading Plan. In such case, UBS PaineWebber shall promptly notify Seller of the suspension of sales under this Trading Plan.

8. Termination. This Trading Plan will terminate on the earliest to occur of the following (the “Plan Sales Period”):

- (a) on December 31, 2003;
- (b) promptly after the date on which UBS PaineWebber receives notice from Seller of the termination of this Trading Plan, in which case, Seller agrees to notify the Issuer promptly of such termination;
- (c) upon the reasonable determination by UBS PaineWebber, or promptly after the reasonable determination by Seller and notice to UBS PaineWebber, that this Trading Plan does not comply with Rule 10b5-1;
- (d) promptly after the date UBS PaineWebber is notified of the death of Seller;
- (e) immediately in the event that Seller fails to deliver any Stock pursuant to paragraph 4(b) or fails to satisfy the delivery requirements with respect to Options set forth in Exhibit D; or
- (f) the date that the aggregate number of shares of Stock sold pursuant to this Trading Plan reaches 52,800 shares.

9. Indemnification; Limitation of Liability.

- (a) Indemnification.
  - (i) Seller agrees to indemnify and hold harmless UBS PaineWebber and its directors, officers, employees and affiliates from and against all claims, losses, damages and liabilities (including, without limitation, any legal or



## BS PaineWebber

other expenses reasonably incurred in connection with defending or investigating any such action or claim) (collectively, "Losses") arising out of or attributable to (A) UBS PaineWebber's actions taken or not taken in compliance with this Trading Plan, (B) any breach by Seller of this Trading Plan (including Seller's representations and warranties hereunder), or (C) any violation by Seller of applicable laws or regulations. This indemnification shall survive termination of this Trading Plan.

- (ii) UBS PaineWebber agrees to indemnify and hold harmless Seller from and against all Losses arising out of or attributable to the gross negligence or willful misconduct of UBS PaineWebber in connection with this Trading Plan.

(b) Limitation of Liability.

- (i) Notwithstanding any other provision hereof, UBS PaineWebber shall not be liable to Seller, and Seller shall not be liable to UBS PaineWebber, for: (A) special, indirect, punitive, exemplary or consequential damages, or incidental losses or damages of any kind, even if advised of the possibility of such losses or damages or if such losses or damages could have been reasonably foreseen; or (B) any failure to perform or to cease performance or any delay in performance that results from a cause or circumstance that is beyond its reasonable control, including, but not limited to, failure of electronic or mechanical equipment, strikes, failure of common carrier or utility systems, severe weather, market disruptions or other causes commonly known as "acts of God"
- (ii) Notwithstanding any other provision hereof, UBS PaineWebber shall not be liable to Seller for (A) the exercise of discretionary authority or discretionary control under this Trading Plan, if any, or (B) any failure to effect a sale required by paragraph 1, except for failures to effect sales as a result of the gross negligence or willful misconduct of UBS PaineWebber.

10. Agreement to Arbitrate. Any dispute between Seller and UBS PaineWebber arising out of, relating to or in connection with this Trading Plan or any transaction relating to this Trading Plan shall be determined only by arbitration as provided in the UBS PaineWebber brokerage account agreement referred to in paragraph 4(a).

11. Notices.

- (a) All notices to UBS PaineWebber under this Trading Plan shall be provided in writing to Sean Huss UBS PaineWebber by facsimile at fax number 212-821-5536.
- (b) All notices to Seller under this Trading Plan shall be given to Edward H. Snowden by telephone at telephone number 781-904-5010, by facsimile at fax number 781-904-5602 or by certified mail to the address below:

Boston Communications Group, Inc.  
100 Sylvan Rd. Suite 100  
Woburn, MA 01801



- (c) Seller hereby instructs and authorizes UBS PaineWebber to send duplicate copies of all confirmations of trades made under this Trading Plan to the Issuer at the following address:

Leslie Apony  
Boston Communictaions Group  
100 Sylvan Rd Suite 100  
Woburn, MA 01801

- (d) UBS PaineWebber will provide notification of all sales of Stock and exercise of Options under this Trading Plan to Seller and to Issuer by e-mail at the below addresses by 6 p.m. (ET) on the date of execution on a best efforts basis, with a final report by 12 p.m. (ET) on the following business day. Seller and Issuer agree to notify UBS PaineWebber in writing of any changes to the contact information provided.

esnowden@bcgi.net  
lapony@bcgi.net

12. Amendments and Modifications. This Trading Plan and the Exhibits hereto may be amended by Seller only upon the written consent of UBS PaineWebber and receipt by UBS PaineWebber of the following documents, each dated as of the date of such amendment:
- (a) a certificate signed by Seller, certifying that the representations and warranties of Seller contained in this Trading Plan are true at and as of the date of such certificate as if made at and as of such date; and
  - (b) an issuer certificate completed by Issuer substantially in the form of Exhibit B.
13. Inconsistency with Law. If any provision of this Trading Plan is or becomes inconsistent with any applicable present or future law, rule or regulation, that provision will be deemed modified or, if necessary, rescinded in order to comply with the relevant law, rule or regulation. All other provisions of this Trading Plan will continue and remain in full force and effect.
14. Governing Law. This Trading Plan shall be governed by and construed in accordance with the internal laws of the State of New York.
15. Entire Agreement. This Trading Plan, including Exhibits, and the brokerage account agreement referred to in paragraph 4(a) above, constitute the entire agreement between the parties with respect to this Trading Plan and supercede any prior agreements or understandings with regard to this Trading Plan.
16. Counterparts. This Trading Plan may be signed in any number of counterparts, each of which shall be an original, with the same effect as if the signatures thereto and hereto were upon the same instrument.



NOTICE: THIS AGREEMENT CONTAINS A PREDISPUTE ARBITRATION CLAUSE IN PARAGRAPH 10.

IN WITNESS WHEREOF, the undersigned have signed this Trading Plan as of the date first written above.

EDWARD H. SNOWDEN

A handwritten signature in cursive script, appearing to read 'Edward H. Snowden', written over a horizontal line.

Name: Edward H. Snowden  
Title: CEO & President

12-16-02

Date:

UBS PAINEWEBBER INCORPORATED

\_\_\_\_\_  
Name: Timothy Kelly  
Title: Senior Vice President

\_\_\_\_\_  
Date

\_\_\_\_\_  
Name: Larry Gore  
Title: Managing Director

\_\_\_\_\_  
Date



**EXHIBIT A**

This Exhibit A may not be amended except in accordance with the Trading Plan.

**SPECIFIC INSTRUCTIONS**

1. UBS PaineWebber shall enter a sell order for the specified Sale Amount (as defined below) for the account of Seller on each specified Sale Day (as defined below) at the specified Sale Price (as defined below), subject to the following restrictions:

In no event shall UBS PaineWebber sell any shares of Stock pursuant to the Trading Plan prior to January 15, 2003.

2. The "Sale Day", "Sale Amount", and "Sale Price", are specified below:

Each month, including January 2003, enter an order to sell 2,200 shares at a limit price of \$11. In the event the Issuer's stock is trading at or above \$13.00 during any calendar month, enter an order to sell an additional 1,100 shares. In the event the Issuer's stock is trading at or above \$15.00 during any calendar month, enter an order to sell an additional 1,100 shares. In the event the Issuer's stock is trading at or above \$17.00 during any calendar month, enter an order to sell an additional 2,200 shares. In the event the Issuer's stock is trading at or above \$20.00 during any calendar month, enter an order to sell an additional 2,200 shares.

3. The limit order entered pursuant to this Trading Plan will be entered as a GTC order (good until cancelled), *provided, however*, that no GTC orders will last for more than 365 days, at which time any GTC order that has not been filled will be cancelled and reentered.
4. The Sale Amount and the Sale Price shall be adjusted automatically on a proportionate basis to take into account any stock split, reverse stock split or stock dividend with respect to the Stock or any change in capitalization with respect to Issuer that occurs while the Trading Plan is in effect.
5. A "Trading Day" is any day during the Plan Sales Period that the NASDAQ (the "Principal U.S. Market") is open for business and the Stock trades regular way on the Principal U.S. market; provided, however, that a "Trading Day" shall mean only that day's regular trading session of the Principal U.S. Market and shall not include any extended-hours or after-hours trading sessions that the Principal U.S. Market may allow.

A handwritten signature in cursive script, reading "Edward H. Snowden".

Name: Edward H. Snowden

Title: CEO & President

A handwritten date "12-16-02" in cursive script.

Date:



**EXHIBIT B**  
**ISSUER CERTIFICATE**

1. Boston Communications Group's Insider Trading Policy is consistent with and allows for the use of Rule 10b5-1 Trading Plans, and we have read the plan dated December 16, 2002 to be entered into by Edward H. Snowden ("Seller") and do not object to it.
2. Issuer acknowledges that Seller has authorized UBS PaineWebber to serve as Seller's agent and attorney-in-fact to exercise certain Options to purchase the Stock from time to time pursuant to the Trading Plan. Issuer agrees to accept, acknowledge and effect the exercise of such Options by UBS PaineWebber and the delivery of the underlying Stock to UBS PaineWebber (free of any legend or statement restricting its transferability to a buyer) upon receipt of a completed Stock Option Exercise Form in the form attached to the Trading Plan as Exhibit E.

  
Name: Alan J. Bouffard  
Title: Vice President & General Counsel

12/16/02  
Date



## EXHIBIT C

**This Exhibit C may not be amended except in accordance with the Trading Plan**

### RULE 144 LETTER

UBS PaineWebber Incorporated  
Attn: Sean Huss  
299 Park Ave, 26<sup>th</sup> floor  
New York, NY 10171

Boston Communications Group  
General Counsel  
100 Sylvan Rd Suite 100  
Woburn, MA 1801

Ladies and Gentlemen:

In conjunction with my order to sell shares of common stock, par value \$0.01 per share, of Boston Communications Group ("Issuer") ("the Stock"), through you as broker or dealer for my account pursuant to the Rule 10b5-1 Trading Plan dated December 16, 2002 (the "Trading Plan"), under the Securities Exchange Act of 1934, as amended (the "Exchange Act"), I advise you as follows:

1. During the next thirteen months following the date of this letter, I intend to sell Stock pursuant to Rule 10b5-1. I intend for UBS PaineWebber to adhere to the Trading Plan without alteration or modification during the above-stated period.
2. I am an affiliate of the Issuer.
3. The number of shares of Stock, which I have ordered you to sell as broker or dealer for my account, will conform to the Sales Instructions in Exhibit A of the Trading Plan.
4. I have verified that Issuer has been subject to the Securities and Exchange Commission (the "SEC") information reporting requirements pursuant to the Exchange Act for at least the preceding 90 days and has filed all required periodic reports during the 12 months preceding the first sale or during any shorter period that the SEC may require. As of the date of the Trading Plan, I did not know of any material nonpublic information concerning Issuer.
5. [Intentionally Omitted]
6.
  - a) I have not solicited or arranged for the solicitation of any orders to buy in anticipation or in connection with my proposed sales.
  - b) I have made no payments to any other person in connection with your execution of my order.
  - c) I have not agreed to act in concert with any other person in connection with my proposed sales.
7. It is my bona fide intention to sell the Stock as expressly prescribed in the Trading Plan pursuant to the Plan.
8. I understand that the payment of the proceeds of the sales will be delayed until the shares of Stock are transferred and delivered free of restrictions to UBS PaineWebber.

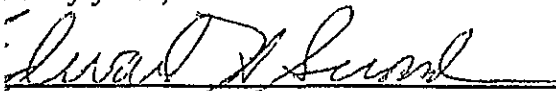


PaineWebber

All capitalized terms used in this Rule 144 Letter shall have the meanings ascribed to them in the Trading Plan.

undersigned agrees to notify UBS PaineWebber immediately if any of the above representations become inaccurate before the sales are completed.

/ truly yours,



Signature of the Seller

Edward H. Snowden

Print Name

Sylvan Rd. Suite 100 Woburn, MA 1801

Seller's Address

12-16-02

Date:



## EXHIBIT D

### STOCK OPTION PROVISIONS

This Exhibit D may not be amended except in accordance with the Trading Plan.

1. Options To Be Exercised Under the Trading Plan.

Number of Options	Designation Number / Grant Date	Strike Price	Expiration Date
52,800	380-98A/NQ 2/10/92	\$7.0620	2/10/2008

2. Seller's Representations and Warranties.

- (a) Seller represents and warrants that the Options listed above are held free and clear without liens, security interests or other encumbrances or limitations on exercise of the vested portion thereof, other than the requirement that Seller comply with the exercise provisions of such Options; and
- (b) The shares of Stock acquired through exercise of the Options shall be held free and clear by Seller without liens, security interests or other encumbrances or limitations on disposition

3. Delivery.

- (a) Seller agrees to complete, execute and deliver to UBS PaineWebber Stock Option Exercise Notices, in the form attached hereto as Exhibit E, for the exercise of Options pursuant to the Trading Plan at such times and in such numbers as UBS PaineWebber shall request. Seller hereby authorizes UBS PaineWebber to deliver such Stock Option Exercise Notices to Issuer on Seller's behalf as necessary to effectuate such exercises and settle the sales of Stock underlying such Options under the Trading Plan. Seller agrees to make appropriate arrangements to ensure that Stock received upon the exercise of Options shall be delivered to the Plan Account promptly after Issuer's receipt of the applicable Stock Option Exercise Form.



- (b) UBS PaineWebber shall be relieved of its obligation to exercise Options and sell Stock as otherwise required at any time when Seller has failed to deliver Stock Options Exercise Notices or underlying shares.

4. Exercise.

- (a) On each day that sales are to be made under the Trading Plan, UBS PaineWebber shall exercise a sufficient number of Options to effect such sales in the manner specified below:

Exercise first those Options with the lowest exercise price.

- (b) UBS PaineWebber shall, in connection with the exercise of Options, remit to Issuer the exercise price along with such amounts as may be necessary to satisfy withholding obligations. These amounts shall be deducted from the proceeds of sale of the Stock, together with late fees, if applicable.
- (c) UBS PaineWebber shall in no event exercise any Option if, at the time of exercise, the exercise price of the Option (plus fees and commissions) is equal to or higher than the market price of the Stock.



## EXHIBIT E

### EMPLOYEE STOCK OPTION EXERCISE NOTICE

#### I. *Instructions to Issuer*

A. This constitutes notice under the stock option plan of Boston Communicatians Group ("Issuer") that I elect to exercise my option to purchase \_\_\_\_\_ shares of common stock (the "Stock") at an exercise price of \$ \_\_\_\_\_ per share.

B. I hereby irrevocably authorize Issuer to (*check one*):

☐ (1) register the certificate(s) representing the Stock in the name of [     ] (Federal Tax ID # [     ]); and

(2) deliver the certificate(s) to UBS PaineWebber at  
[     ], [     ], [     ] [     ]  
(Attn: Transfer Department) for deposit into my Plan Account,  
Account #: \_\_\_\_\_.

**-OR-**

☐ deliver shares to UBS PaineWebber through the Depository Trust Company (DTC).

UBS PaineWebber DTC#: \_\_\_\_\_  
Account #: \_\_\_\_\_

\_\_\_\_\_  
Name: Edward H. Snowden  
Title: CEO & President

\_\_\_\_\_  
Date:

#### II. *Issuer's Acknowledgment of Option Exercise*

A. Boston Communicatians Group ("Issuer") acknowledges receipt of a valid option exercise notice from Edward H. Snowden ("Optionee") covering the exercise of \_\_\_\_\_ shares of Issuer's common stock.

B. In consideration of UBS PaineWebber making a payment of \$ \_\_\_\_\_ to cover the cost of exercise (including taxes, if any) of the Optionee's option to purchase the shares from

Issuer, Issuer agrees to promptly issue and deliver the shares registered in the name of UBS PaineWebber for the Optionee's account.

C. Funds should be delivered (*check one*):

- ☐ via check to: \_\_\_\_\_ (company name)  
☐ via wire to: \_\_\_\_\_ (bank name)  
                   ABA # \_\_\_\_\_ (nine digits)  
                   Account # \_\_\_\_\_ (company name)

D. Issuer represents that the shares will be issued pursuant to an effective registration statement and that the shares will be free of any restrictive legend.

\_\_\_\_\_  
 Name: Leslie Apony  
 Title:

\_\_\_\_\_  
 Date:

**STOCK TRADING PLAN**

This Stock Trading Plan (the "Plan") is being adopted by Karen A. Walker ("Client") to facilitate the sale of shares of the common stock (the "Shares") of Boston Communications Group, Inc. ("Issuer").

In order to diversify her investment portfolio, Client desires to sell the Shares. To dispel any inference that Client is trading in the Shares on the basis of, while using, when in possession of, or when aware of material nonpublic information; or that the trades in the Shares evidence Client's knowledge of material nonpublic information, or information at variance with Issuer's statements to investors; Client has determined to instruct Credit Suisse First Boston Corporation ("CSFBC") to sell a pre-determined amount of Shares pursuant to the formula described in Exhibit A.

A. Client hereby represents, warrants and acknowledges that she:

1. As of the date of this Plan, is not aware of any material nonpublic information regarding Issuer and is not subject to any legal, regulatory or contractual restriction or undertaking that would prevent CSFBC from acting upon the instructions set forth in this Plan;

2. Is entering into this Plan in good faith and not as part of any scheme to evade the prohibitions of Rule 10b5-1 adopted under the Securities Exchange Act of 1934, as amended;

3. Has not entered into, and will not enter into, any corresponding or hedging transaction or position with respect to the Shares;

4. Confirms, if she is subject to Rule 144, that the sale of the Shares pursuant to the formula in Exhibit A will comply with Rule 144 under the Securities Act of 1933;

5. Acknowledges that CSFBC may make a market in the Shares and will continue to engage in market-making activities while executing transactions on behalf of Client pursuant to the Plan;

6. May not discuss with CSFBC the timing of the trading in the Shares on his/her behalf (other than to confirm these instructions and describe them if necessary); and

7. May terminate this Plan at any time by notice in writing to CSFBC. If this Plan is terminated and Client thereafter establishes a new plan, Client will wait thirty (30) days before making any sales under such new plan.

B. CSFBC will notify Client promptly of any transactions in order that Client may make timely filings of Forms 4 and 5. Any Form 144's filed on Client's behalf shall contain a notice in substantially the following form:



"The shares covered by this Form 144 are being sold pursuant to a Form 10b5-1 sales plan dated 11/12/01, 2001; and the representation herein regarding the seller's knowledge of material nonpublic information speaks as of the adoption date of the plan."

C. Sales under this Plan shall be terminated upon notice to CSFBC that Client is subject to a lockup agreement in connection with a public offering of the stock of the Issuer.

D. CSFBC agrees to hold the terms of this agreement as confidential information and not to disclose such terms to any third party without Client's consent, except as may be otherwise required by law.

E. This Plan shall be governed by and construed in accordance with the laws of the State of New York.


  
\_\_\_\_\_  
Karen Walker

EXHIBIT AShare Trading Formula

Please exercise those stock options listed below and sell those Shares acquired upon such exercise in accordance with the following instructions:

Starting in the month of December, 2001:

Shares to be sold under Plan	Cost	Selling Parameters	Min. Price
ISO	7,600	\$ 8.625 Sell 1,900 over four months if price exceeds	12 sold
NQ	10,000	\$ 6.000 Sell 2,500 each month if price exceeds	12 sold
ISO	12,000	\$ 4.875 Sell 2,500 each month if price exceeds	14 sold
ISO	8,000	\$ 4.875 Sell 4,000 each month if price exceeds	15
ESPP	1,837	\$ 5.711 Sell all if price exceeds	✓ 12 sold
ABrown	1,500	\$ 5.500 Sell all if price exceeds	✓ 12 sold
	40,937		

Any portion of the Shares not sold as stated above because of market conditions shall be carried forward until the first subsequent trading day or days on which it is determined that all or part of the unsold portion can be sold under the then prevailing market conditions and in accordance with the instructions above until all such carried forward Shares have been sold.

This Plan terminates upon the earlier of (1) December 31, 2002 or (2) the sale of 40,937 Shares, whichever occurs first.

The Issuer acknowledges that its Insider Trading Policy allows for the use of Rule 10b5-1 Trading Plans, has read the plan to be entered into by Karen A. Walker dated as of 11/12/01 and does not object to it.

BOSTON COMMUNICATIONS GROUP, INC.

E.Y. Snowden  
Signature

E.Y. Snowden  
Name

President & CEO  
Title

November 12, 2001  
Date

## STOCK TRADING PLAN

This Stock Trading Plan (the "Plan") is being adopted by Karen A. Walker ("Client") to facilitate the sale of shares of the common stock (the "Shares") of Boston Communications Group, Inc. ("Issuer").

In order to diversify her investment portfolio, Client desires to sell the Shares. To dispel any inference that Client is trading in the Shares on the basis of, while using, when in possession of, or when aware of material nonpublic information; or that the trades in the Shares evidence Client's knowledge of material nonpublic information, or information at variance with Issuer's statements to investors; Client has determined to instruct Credit Suisse First Boston Corporation ("CSFBC") to sell a pre-determined amount of Shares pursuant to the formula described in Exhibit A.

A. Client hereby represents, warrants and acknowledges that she:

1. As of the date of this Plan, is not aware of any material nonpublic information regarding Issuer and is not subject to any legal, regulatory or contractual restriction or undertaking that would prevent CSFBC from acting upon the instructions set forth in this Plan;
2. Is entering into this Plan in good faith and not as part of any scheme to evade the prohibitions of Rule 10b5-1 adopted under the Securities Exchange Act of 1934, as amended;
3. Has not entered into, and will not enter into, any corresponding or hedging transaction or position with respect to the Shares;
4. Confirms, if she is subject to Rule 144, that the sale of the Shares pursuant to the formula in Exhibit A will comply with Rule 144 under the Securities Act of 1933;
5. Acknowledges that CSFBC may make a market in the Shares and will continue to engage in market-making activities while executing transactions on behalf of Client pursuant to the Plan;
6. May not discuss with CSFBC the timing of the trading in the Shares on his/her behalf (other than to confirm these instructions and describe them if necessary); and
7. May terminate this Plan at any time by notice in writing to CSFBC. If this Plan is terminated and Client thereafter establishes a new plan, Client will wait thirty (30) days before making any sales under such new plan.

B. CSFBC will notify Client promptly of any transactions in order that Client may make timely filings of Forms 4 and 5. Any Form 144's filed on Client's behalf shall contain a notice in substantially the following form:

"The shares covered by this Form 144 are being sold pursuant to a Form 10b5-1 sales plan dated \_\_\_\_\_, 2002; and the representation herein

Karen Walker

## Share Trading Formula

Exhibit A

This 10b5-1 Selling Plan deals with Boston Communications Group (BCGI) shares.

Sell the following amount of shares at any time between January 1, 2003 and December 31, 2004.

1. Sell 23,739 shares at no less than \$12.95 per share. ✓
2. Sell 5,000 shares at no less than \$13.95 per share. ✓
3. Sell 8,334 shares at no less than \$14.95 per share. ✓
4. Sell 6,667 shares at no less than \$15.95 per share. ✓
5. Sell 6,400 shares at no less than \$16.95 per share.
6. Sell 8,018 shares at no less than \$17.95 per share.
7. Sell 5,316 shares at no less than \$19.95 per share.

This plan terminates upon the earlier of (1.) December 31, 2004 or (2.) the sale of 63,474 shares.

In no event shall CSFB sell more than the maximum allowable amount of Shares pursuant to Rule 144 in any three month period during which this Plan is in effect.

1/6/03	3,739	5000 3/13/2003	6400	4/17/03
1/9/03	4,903	200 3/19/2003	8018	4/17/03
1/13/03	2850	4000 3/20/2003		
	2000	3334 3/20/2003		
1/30/03	2000	500 3/21/2003		
2/6/03	10,247	1667 3/21/2003		
	<u>23,739</u>			

I would like CSFB to sell my shares in the following order.

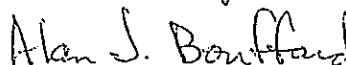
	Total Shares	Price	Strike Price
✓ 1.	23,739 (Common Stock)	\$12.95	NA
✓ 2.	5,000	\$13.95	\$ 4.875
✓ 3.	5,000 200 3/19/2003	\$14.95	\$ 4.875
✓ 4.	3,334	\$14.95	\$ 6.438
✓ 5.	5,000	\$15.95	\$ 8.625
✓ 6.	1,667 only used	\$15.95	\$ 7.750
✓ 7.	6,400 2,600 7,580 3,800	\$16.95	\$ 8.625
✓ 8.	8,018	\$17.95	\$13.00
9.	5,316	\$19.95	\$13.00

The Issuer acknowledges that its Insider Trading Policy allows for the use of Rule 10b5-1 Trading Plans, has read the plan to be entered into by Karen A. Walker dated as of Dec. 10, 2002 and does not object to it.

BOSTON COMMUNICATIONS GROUP, INC.



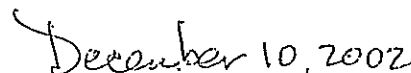
Signature



Name



Title



Date